| BANCORP RHODE ISLAND INC |
|--------------------------|
| Form 8-K                 |
| September 19, 2008       |

| UNITED STATES  |  |  |  |  |  |
|--|--|--|--|--|--|
| SECURITIES AND EXCHANGE  | COMMISSION   |  |  |  |  |
| WASHINGTON, D.C. 20549   |  |  |  |  |  |
| FORM 8-K   |  |  |  |  |  |
| CURRENT REPORT   |  |  |  |  |  |
| Pursuant to Section 13 or 15(d) of the                               |  |  |  |  |  |
| Securities Exchange Act of 1934                                      |  |  |  |  |  |
| Date of Report (Date of earliest event reported): September 15, 2008 |  |  |  |  |  |
| BANCORP RHODE ISLAND, INC.   |  |  |  |  |  |
| (Exact name of registrant as specified in its charter)               |  |  |  |  |  |
| Rhode Island   |  |  |  |  |  |
| (State or other jurisdiction of incorporation)                       |  |  |  |  |  |
|  |  |  |  |  |  |
| 333-33182<br>(Commission File Number)                                | 05-0509802<br>(IRS Employer Identification Number) |  |  |  |  |
| One Turks Head Place, Providence, Rhode Island 0290                  | 03   |  |  |  |  |
| (Address of principal executive offices)                             |  |  |  |  |  |
| (401) 456-5000   |  |  |  |  |  |
| (Registrant s telephone number, including area code)                 |  |  |  |  |  |
|  |  |  |  |  |  |
| Not Applicable   |  |  |  |  |  |

(Former name or former address, if changed since last report)

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| Item 5.02. | Compensatory A | Arrangements | of | Certain | Officers. |
|------------|----------------|--------------|----|---------|-----------|
|            |                |              |    |         |           |

On September 15, 2008, the Compensation Committee of the Board of Directors of Bancorp Rhode Island, Inc. (the Registrant ) approved an increase in the base salary of Mark J. Meiklejohn, Vice President of the Registrant and Executive Vice President and Chief Lending Officer of Bank Rhode Island, the Registrant s wholly owned subsidiary, from \$185,400 to \$205,000.

| Item 9.0  | 1. Financial Statements and Exh  | ibits |  |
|-----------|--|-------|--|
| (c)       | Exhibits   |       |  |
| None      |  |       |  |
| SIGNAT    | URES   |       |  |
|           | to the requirements of the Securities Exbe signed on its behalf by the undersign | _     | Act of 1934, as amended, the Registrant has duly caused this into duly authorized. |
|           |  | BANC  | CORP RHODE ISLAND, INC.  |
| Date: Se  | otember 18, 2008   | By:   | /s/ Linda H. Simmons   |
| Linda H.  | Simmons  |       |  |
| Chief Fin | nancial Officer  |       |  |