SHERMAN MERRILL W

Form 4/A

September 12, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287

Check this box
if no longer
white to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, 2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Estimated average burden hours per response... 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

SECURITIES

See Instruction 1(b).

I(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SHERMAN MERRILL W			2. Issuer Name and Ticker or Trading Symbol BANCORP RHODE ISLAND INC [BARI]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 04/20/2011			_X_ Director _X_ Officer (give below) Chief I		Owner er (specify er	
(City)	(Street)	(7:n)	Filed(Mon 05/19/20	4. If Amendment, Date Original Filed(Month/Day/Year) 05/19/2011				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	er) Execution	emed ion Date, if /Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/20/2011			Code V $F_{\underline{1}}$	Amount 366	(D)	Price \$ 44	(Instr. 3 and 4) 176,676	D	
Common Stock	04/22/2011			F <u>(1)</u>	175	D	\$ 44.32	176,501	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SHERMAN MERRILL W								
	X		Chief Executive Officer					

Signatures

Margaret D. Farrell (Attorney-in-fact for Merrill W. 09/12/2011 Sherman)

> **Signature of Reporting Person Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The reporting person delivered 541 shares of the issuer's common stock to the issuer to satisfy tax withholding obligations in connection **(1)** with the vesting of restricted stock of the issuer held by the reporting person.

Remarks:

This amended report is being filed to correct a mathematical error in the amount of securities beneficially owned by the report Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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