DERENTIS JAMES V
Form 5
February 03, 2009

FORM 5

OMB APPROVAL

OMB Number:	3235-0362
Expires:	January 31, 2005
Estimated average burden hours per response...	1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
Form 3 Holdings Reported
Form 4 Transactions Reported

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person *
DERENTIS JAMES V

(Last) (First) (Middle)

68 HUDSON STREET 3

(Street)

PROVIDENCE,Â RIÂ 02909

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BANCORP RHODE ISLAND INC [BARI]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Business Officer

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ Form Filed by One Reporting Person
___ Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	11/29/2005	Â	P4	0.434 (1)	A	$ 34.562	6,460.434	D	Â
Common Stock	03/07/2006	Â	P4	4.76 (1)	A	$ 34.678	6,465.194	D	Â
Common Stock	05/30/2006	Â	P4	8.828 (1)	A	$ 35.77	6,474.022	D	Â
Common Stock	08/29/2006	Â	P4	7.586 (1)	A	$ 41.8	6,481.608	D	Â

Common Stock	11/28/2006	Â	P4	7.325 (1)	A	$ 43.446	6,488.933	D	Â
Common Stock	03/07/2007	Â	P4	7.298 (1)	A	$ 43.757	6,496.231	D	Â
Common Stock	06/06/2007	Â	P4	13.121 (1)	A	$ 38.14	6,509.352	D	Â
Common Stock	09/05/2007	Â	P4	12.917 (1)	A	$ 38.894	6,522.269	D	Â
Common Stock	12/05/2007	Â	P4	14.947 (1)	A	$ 35.991	6,537.216	D	Â
Common Stock	03/05/2008	Â	P4	15.442 (1)	A	$ 34.992	6,552.658	D	Â
Common Stock	06/04/2008	Â	P4	21.174 (1)	A	$ 33.193	6,573.832	D	Â
Common Stock	09/03/2008	Â	P4	24.65 (1)	A	$ 30.44	6,598.482	D	Â
Common Stock	12/03/2008	Â	P4	51.106 (1)	A	$ 21.989	6,649.588	D	Â
Common Stock	02/01/2008	Â	M4	1,000	A	$ 10.75	7,649.588	D	Â

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Stock Option (Right to purchase)	$ 10.75	02/01/2008	Â	M4	Â	1,000	01/21/1999	01/21/2009	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DERENTIS JAMES V 68 HUDSON STREET 3 PROVIDENCE, RI 02909	Â	Â	Â Chief Business Officer	Â

Signatures

Margaret D. Farrell (Attorney-in-fact for James V. DeRentis)	02/03/2009
**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).

(1) Shares were acquired as part of a dividend reinvestment program.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.