

MCQUEEN DONALD C  
Form 4/A  
December 27, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCQUEEN DONALD C

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)  
3 SHADY LANE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/25/2005

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Executive Vice President

BARRINGTON, RI 02806

4. If Amendment, Date Original Filed(Month/Day/Year)  
10/27/2005

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	10/25/2005		M	7,800 A \$ 14.75	36,206	D	
Common Stock	10/25/2005		M	2,000 A \$ 19.8	38,206	D	
Common Stock	10/26/2005		S	8,826 D \$ 36	29,380	D	
Common Stock	10/27/2005		S	6,174 D \$ 36	23,206	D <sup>(1)</sup>	

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

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(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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (Right to purchase)	\$ 14.75	10/25/2005		M	7,800	02/20/2001 02/20/2011	Common Stock	7,800
Stock Option (Right to purchase)	\$ 19.8	10/25/2005		M	2,000	02/11/2002 02/11/2012	Common Stock	2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
MCQUEEN DONALD C 3 SHADY LANE BARRINGTON, RI 02806	Director 10% Owner Officer Executive Vice President Other

## Signatures

Margaret D. Farrell (Attorney-in-fact for Donald C. McQueen) 12/27/2005

\_\_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) The reporting person beneficially owns 23,206 shares of the issuer's common stock of which 7,000 shares are held in a custodial account.

**Remarks:**

This amended form is being filed to correct an error in the initial filing in which the amount of securities beneficially owned for

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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