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BANCORP RHODE ISLAND INC  
Form S-8  
May 24, 2002

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

BANCORP RHODE ISLAND, INC.

-----  
(Exact name of registrant as specified in its charter)

Rhode Island

05-0509802

-----  
(State or other jurisdiction of incorporation  
or organization)

-----  
(I.R.S. Employer  
Identification No.)

One Turks Head Place, Providence, Rhode Island

02903

-----  
(Address of Principal Executive Offices)

-----  
(Zip Code)

2002 Incentive and Nonqualified Stock Option Plan  
Non-Employee Directors Stock Plan, as amended

-----  
(Full title of the plans)

Merrill W. Sherman, President  
Bancorp Rhode Island, Inc.  
One Turks Head Place  
Providence, RI 02903

-----  
(Name and address of agent for service)

(401) 456-5000

-----  
(Telephone number, including area code, of agent for service)

Copy to:

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Hinckley, Allen & Snyder LLP  
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Providence, Rhode Island 02903  
(401) 274-2000