

SHERMAN MERRILL W  
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February 05, 2004

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Bancorp Rhode Island, Inc.

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(Name of Issuer)

Common Stock \$0.01 par value per share

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(Title of Class of Securities)

059690 10 7

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(CUSIP Number)

Margaret D. Farrell, Esquire  
Hinckley, Allen & Snyder LLP  
1500 Fleet Center  
Providence, Rhode Island 02903  
(401) 274-2000

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

January 26, 2004

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.  Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.