

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

BRIDGE BANCORP, INC.
(Exact name of registrant as specified in its charter)
New York 11-2934195
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

2200 MONTAUK HIGHWAY, BRIDGEHAMPTON, NEW YORK 11932
(Address of Principal Executive Offices) (Zip Code)

Bridge Bancorp, Inc. Equity Incentive Plan
(Full title of the Plan)

Incentive Compensation Committee
Bridge Bancorp, Inc.
2200 Montauk Highway
Bridgehampton, New York 11932
(Name and address of agent for service)

(516) 537-1000
Telephone number, including area code, of agent for service

Calculation of Registration Fee

Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering fee	Amount of registration
Common Stock par value \$5.00 per share	144,000	\$68	\$8,745,552	\$2,579.94

Represents maximum number of shares available for issuance under the Plan.

Estimated solely for the purpose of calculating the registration fee. Calculation is based upon 14,400 shares granted in 1997 at the option exercise price per share of \$20.33 and 15,000 shares granted in 1998 at the option exercise price per share of \$44.00. The price per share for the 114,600 remaining shares has been calculated in accordance with Rule 457 (h) under the Securities Act of 1933 and is based upon the average of the bid and asked price per share of \$68.00 as of April 22, 1998.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission are incorporated herein by reference:

(1) The Registrant's Annual Report on Form 10-KSB for the fiscal year ended December 31, 1997 (the "1997 Form 10-KSB");

(2) Proxy Statement dated April 1, 1996 for the Annual Meeting of Stockholders held on April 30, 1996.

(3) The description of Bridge Bancorp, Inc. Common Stock set forth in the Registrant's statement filed on Form 10, dated April 27, 1990, and the amendment thereto filed October 15, 1990.

All documents and reports subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated by reference herein and filed prior to the filing hereof shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein modifies

or supersedes such statement, and any statement contained herein or in any other document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in any other subsequently filed document which also is incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded to constitute a part of this registration statement.

Item 4. Description of Securities

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Not Applicable.

Item 6. Indemnification of Directors and Officers.

According to the New York Business Corporation Law (the "BCL") Sections 719-727, a New York corporation may indemnify an officer or director provided that the person seeking indemnification acted in good faith for a purpose he or she reasonably believed to be in the best interest of the corporation, and, in the case of a criminal proceeding, in addition if he or she had no reasonable grounds for believing that the conduct was unlawful.

The provisions of the BCL are non-exclusive and, within certain limitations, the BCL permits a New York corporation to grant broader indemnification provisions than those contained in the BCL. Article II of the Registrant's certificate of incorporation provides that a director shall not be personally liable to the Registrant or its shareholders for monetary damages because of his breach as a director unless:

(A) such liability is based upon a judgement or other final adjudication adverse to him which establishes:

(1) that his acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law;

(2) that he personally gained in fact a financial profit or other advantage to which he was not legally entitled; or

(3) that his acts violated Section 719 of the BCL; or

(B) such liability is for any act or omission preceding the adoption of Article II of the certificate of incorporation.

The Certificate of Incorporation states that if the BCL is amended to authorize the further elimination or limitation of the liability of directors, the liability of a director of the Registrant, in addition to the limitation on personal liability provided for therein, shall be further limited to the fullest extent permitted by the amended BCL.

Article V of the Registrant's By-laws provides that any person who was, is, or is threatened to be made a party to any action or proceeding by reason of the fact that he is or was a director or officer of the Registrant or any other entity at the request of the Registrant, shall be indemnified by the Registrant against all judgements and fees unless prohibited by applicable law. Any indemnification provided for in Article V of the Registrant's By-laws shall be authorized in any manner provided by applicable law or, in the absence of such law by the Board of Directors or, in certain instances, the shareholders, upon a finding that there has been no judgement or other final adjudication adverse to the director or officer which establishes that his acts were committed in bad faith, the result of active and deliberate dishonesty or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled.

As permitted by the BCL, directors' and officers' liability insurance has also been obtained by the Registrant, the effect of which is to indemnify the directors and officers of the Registrant against certain damages and expenses because of certain claims made against them caused by their negligent act, error or omission.

Item 7. Exemption from Registration Claimed.

Not Applicable

Item 8. Exhibits.

The following exhibits are filed as part of this registration statement or incorporated by reference herein.

Exhibit Number	Description
4.1	Certificate of Incorporation of the Registrant (incorporated by reference to Registrant's amended Form 10, File No. 0-18546, filed October 15, 1990)
4.2	By-laws of the Registrant (incorporated by reference to Registrant's amended Form 10 File No. 0-18546, filed October 15, 1990)
5.1	Opinion of Goetz & Mady-Grove
23.1	Consent of Arthur Andersen LLP
23.2	Consent of Goetz & Mady-Grove (included in Exhibit 5.1)
24.1	Powers of Attorney (see the signature page to this Form S-8 Registration Statement)

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement.

That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13 (a) or Section 15 (d) of the Securities Exchange Act of 1934 that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) - (g) Not Applicable

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(i) - (j) Not Applicable

Board of Directors
Bridge Bancorp. Inc.
2200 Montauk Highway
P.O. Box 3005
Bridgehampton, New York 11932

Goetz & Mady-Grove
Attorneys at Law
100 Jericho Quadrangle
Suite 333
Jericho, New York 11753

April 24, 1998

Re: Bridge Bancorp, Inc. Registration Statement of Form S-8

Gentlemen:

We have acted as special counsel to Bridge Bancorp, Inc., a New York corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8, which is being filed by the Company with the Securities and Exchange Commission (the "Commission") on the date hereof (the "Registration Statement"), relating to the registration and issuance by the Company of an aggregate of up to 144,000 shares of common stock, par value \$5.00 per share (the "Common Stock"), of the Company pursuant to the Company's Equity Incentive Plan (the "Plan").

This opinion is being delivered in accordance with the requirements of Item 601 (b) (5) of Regulation S-B under the Securities Act of 1933, as amended.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement, (ii) the Plan, (iii) the form of certificate to be used to represent the shares of Common Stock, (iv) the Certificate of Incorporation and By-Laws of the Company, as amended to date, (v) resolutions adopted by the Board of Directors of the Company relating to, among other things, the Plan, the Registration Statement and related matters, and (vi) such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth below.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies, and the authenticity of originals of such copies. As to any facts material to this opinion which we did not independently establish or verify, we have relied upon statements or representations of officers and other representatives of the Company and others.

Members of our firm are admitted to the bar in the State of New York, and we do not express any opinion as to the law of any other jurisdiction other than the laws of the United States of America to the extent specifically referred to herein.

Based upon and subject to the foregoing, and assuming the due execution and delivery of certificates representing the shares of Common Stock in the form examined by us, we are of the opinion that the shares of Common Stock to be issued by the Company pursuant to the Plan, when issued in accordance with the terms of the Plan, will be duly authorized, validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving such consent we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Goetz & Mady-Grove

ARTHUR ANDERSEN LLP

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the use of our report (and to all references to our Firm) included in or made part of this Registration Statement on Form S-8 of Bridge Bancorp, Inc.

/s/ Arthur Andersen LLP

New York, New York
April 24, 1998

POWER OF ATTORNEY

The Registrant and each person whose signature appears below hereby authorizes any agent for service named in this Registration Statement to file one or more amendments (including without limitation, post-effective amendments) to this Registration Statement, which amendments may make such changes in this Registration Statement as such agent for service deems appropriate, and the Registrant and each such person hereby appoints any such agent for service as attorney-in-fact to execute in the name and on behalf of the Registrant and each such person, individually and in each capacity stated below, any such amendments to this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Suffolk, State of New York, on

Bridge Bancorp, Inc.
By /s/ Thomas J. Tobin

Thomas J. Tobin
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Name	Title
/s/ Thomas J. Tobin ----- Thomas J. Tobin	President and Chief Executive Officer
/s/ Raymond Wesnofske ----- Raymond Wesnofske	Chairman of the Board
/s/ Thomas E. Halsey ----- Thomas E. Halsey	Director
/s/ Marcia Z. Hefter ----- Marcia Z. Hefter	Director
/s/ R. Timothy Maran ----- R. Timothy Maran	Director
/s/ Albert E. McCoy ----- Albert E. McCoy	Director
/s/ Walter A. Preische, Jr. ----- Walter A. Preische, Jr.	Director
/s/ Lawrence H. Strickland ----- Lawrence H. Strickland	Vice Chairman