

INDEPENDENT BANK CORP  
 Form 4  
 February 13, 2009

**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 \*  
**RIBEIRO CARL**

2. Issuer Name and Ticker or Trading Symbol  
**INDEPENDENT BANK CORP [INDB]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/12/2009**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**288 UNION STREET**

(Street)

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

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

**ROCKLAND, MA 02370**

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    |                                      |  |                                |   | 400   | D  |   |
| 1,000                           | 02/12/2009                           |  | P                              |   | \$ 1,000  | A  | broker name f/b/o Filer                               |
| Common Stock                    |                                      |  |                                |   | 3,471.397 <sup>(1)</sup>  | I  | SEP/IRA broker name f/b/o Filer                       |
| Common Stock                    |                                      |  |                                |   | 1,007.089 <sup>(2)</sup>  | I  | broker name f/b/o Filer                               |
| Common Stock                    | 02/12/2009                           |  | P                              |   | \$ 16.4   | A  | ROTH IRA  |
| Common Stock                    |                                      |  |                                |   | 1,507.089 <sup>(3)</sup>  | I  |   |

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| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Name of Broker, Filer, or Spouse's IRA held i/n/o Broker (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| Common Stock                               |  |                                      |  |                                | 1,007.089 <sup>(4)</sup>  | I  |   |  | broker name f/b/o Filer  |
| Common Stock                               |  | 02/12/2009                           |  | P                              | 500   | A \$ 16.4  | 1,507.089   | I  | Broker name f/b/o spouse   |
| Common Stock                               |  |                                      |  |                                | 503.545 <sup>(6)</sup>  | I  |   |  | Spouse's IRA held i/n/o Broker <sup>(5)</sup>                          |
| Common Stock                               |  |                                      |  |                                |   |  |   |  | broker name f/b/o son  |

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.**

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Name of Broker, Filer, or Spouse's IRA held i/n/o Broker (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   |  |   |  |  |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| RIBEIRO CARL<br>288 UNION STREET<br>ROCKLAND, MA 02370 | X             |           |         |       |

## Signatures

Linda M. Campion Power of Attorney for Carl  
Ribeiro

02/13/2009

\_\_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).
- Holdings reflect 17.3997 shares received as a result of participation in the Independent Bank Corp. (Company) Dividend Reinvestment Plan (DRP) since last Form 4 filing (11/08). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934 (Act), as amended.
- (1) Holdings reflect 7.089 shares received pursuant to the Company's DRP since the last Form 4 filing (11/08). Such transactions are exempt from the reporting requirements of Section 16 of the Act, as amended.
- (2) Holding reflect 7.089 shares received as a result of participation in the Company's DRP, since the last Form 4 filing (11/08). Such transactions are exempt from the reporting requirements of Section 16 of the Act
- (3) Holdings reflect 7.089 shares received as a result of participation in the Company's DRP, since the last Form 4 filing (11/08). Such transactions are exempt from the reporting requirements of Section 16 of the Act, as amended. The filing of this statement should not be construed as an admission that the undersigned is, for purposes of Section 16 of the Act the beneficial owner of such securities.
- (4) Holdings reflect 7.089 shares received as a result of participation in the Company's DRP, since last Form 4 filing (11/08). Such transactions are exempt from the reporting requirements of Section 16 of the Act, as amended. The filing of the statement should not be construed as an admission that the undersigned is, for purposes of Section 16 of the Act, the beneficial owner of such securities.
- (5) Holdings reflect 3.545 shares received as a result of participation in the Company's DRP, since last Form 4 filing (11/08). Such transactions are exempt from the reporting requirements of Section 16 of the Act, as amended. The filing of this statement should not be construed as an admission that the undersigned is, for purposes of Section 16 of the Act, the beneficial owner of such securities.
- (6)

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