

INDEPENDENT BANK CORP
Form 4
December 29, 2008

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 *
SPURR JOHN H JR

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)
12/23/2008

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

C/O INDEPENDENT BANK CORP, 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock					17,287.577 ⁽¹⁾	D	
Common Stock					623.604	I	by spouse ⁽²⁾
Common Stock	12/23/2008		G	V 250 D \$ 0	2,293.363	I	by Trust ⁽³⁾
Common Stock					12,995	I	by Trusts ⁽⁴⁾
Common Stock					300,613.135	I	by Corp. ⁽⁵⁾

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- (3) Shares held i/n/o John H. Spurr, Jr. 1998 Trust on which the Filer is a Trustee and Life Beneficiary. Holdings include 18,669 shares received pursuant to the Independent Bank Corp. Dividend Reinvestment Plan since the last Form 4 filing. Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended.

- Trust shares represented as: 2,415 shares held i/n/o Elizabeth P. Spurr 1972 Trust f/b/o Filer, who is co-trustee and remaindermer of Trust. 2,415 shares held i/n/o Elizabeth P. Spurr 1972 Trust f/b/o Filer's sister. Filer is co-trustee of Trust. 8,165 shares held i/n/o John H. Spurr 1993 Trust f/b/o Filer, who is a co-trustee and remaindermer of Trust. The filing of this statement should not be construed as an admission that the undersigned is, for purposes of Section 16 of the Securities Exchange Act, the beneficial owner of such securities held by Trusts.

- (5) Shares held i/n/o A.W.Perry Security Corporation. Filer is President of this corporation. The filing of this statement should not be construed as an admission that the undersigned is, for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended, the beneficial owner of such securities.

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.