INDEPENDENT BANK CORP

Form 4

January 23, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Nadeau Gerard F			2. Issuer Name and Ticker or Trading Symbol INDEPENDENT BANK CORP [INDB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 288 UNION S	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2008	Director 10% Owner _X_ Officer (give title Other (specify below) Executive Vice President			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ROCKLAND	, MA 02370			Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	ırities Acqui	red, Disposed of,	or Beneficial	ly 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)		sed of 4 and (A) or	` ′	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)
Common Stock	01/22/2008		M	1,200	A	\$ 12.4063	4,107.146	D	
Common Stock	01/22/2008		M	800	A	\$ 17.25	4,907.146 <u>(1)</u>	D	
Common Stock							159.863	I	by Daughter
Common Stock							161.273	I	by Son (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	Secur Acqu (A) o Dispo	rities ired or osed of 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 12.4063	01/22/2008		M		1,200	06/24/2000(4)	12/22/2009	Common Stock
Incentive Stock Option (right to buy)	\$ 17.25	01/22/2008		M		800	06/24/1999(5)	12/22/2008	Common Stock
Incentive Stock Option (right to buy)	\$ 11.9063						06/22/2001(6)	12/20/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 20.125						06/21/2002(7)	12/19/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 23.47						06/20/2003(8)	12/19/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 30.14						06/11/2004(9)	12/11/2013	Common Stock
Incentive Stock Option (right to buy)	\$ 34.18						06/09/2005(10)	12/09/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 28.895						12/15/2005(11)	12/14/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 29.375						07/19/2008(12)	07/19/2017	Common Stock

Non-Qualified Stock Option (right to buy)	\$ 30.14	06/11/2004(9)	12/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.995	02/15/2008(13)	02/15/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 34.18	06/09/2005(10)	12/09/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Nadeau Gerard F 288 UNION STREET ROCKLAND, MA 02370

Executive Vice President

Signatures

By: Linda M. Campion, Power of Attorney For: Gerard F. Nadeau

01/23/2008

**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).
- Direct holdings include 4,000 shares held jt. w/spouse and 907.136 shares held by Filer in broker name which includes 10.469 shares received pursuant to the Independent Bank Corp. Dividend Reinvestment Plan since Filer's last Form 4 filing (7/19/07). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended.
- Total holdings include 2.042782 shares received pursuant to the Independent Bank Corp. Dividend Reinvestment Plan since last Form 4 filing (7/19/07). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, 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 Securities and Exchange Act, the beneficial owner of such securities.
- Total holdings include 2.060999 shares received pursuant to the Independent Bank Corp. Dividend Reinvestment Plan since last Form 4 filing (7/19/07). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, 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 Securities and Exchange Act, the beneficial owner of such securities.
- Granted under the 1997 Plan. 1,634 shares first became exercisable on 6/24/00, 1,634 shares first became exercisable on 1/2/01, and the remaining 1,632 shares first became exercisable on 1/2/02. The Option will expire on 12/22/09, subject to the earlier termination provisions noted above.
- Granted under the 1997 Plan. 1,334 shares first became exercisable on 6/24/99, 1,334 shares first became exercisable on 1/2/00, and the remaining 1,332 shares first became exercisable on 1/2/01. The Option will expire on 12/22/08, subject to the earlier termination provisions noted above.
- Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan ("the Plan"). 1,559 shares pursuant to the Option first became exercisable on 6/22/01, 1,559 shares first became exercisable on 1/2/02 and the remaining 1,557 shares first became exercisable on 1/2/03. The Option will expire on 12/20/10 subject to the earlier termination of employment or acceleration of vesting schedule under certain termination of employee circumstances.

(7)

Reporting Owners 3

Granted under the 1997 Plan. 1,634 shares first became exercisable on 6/21/02, 1,633 shares first became exercisable on 1/2/03, and the remaining 1,633 shares first became exercisable on 1/2/04. The Option will expire on 12/19/11, subject to the earlier termination provisions noted above.

- Granted under the 1997 Plan. 1,459 shares first became exercisable on 6/20/03, 1,458 shares first became exercisable on 1/2/04, and the remaining 1,458 shares first became exercisable on 1/2/05. The Option will expire on 12/19/12, subject to the earlier termination provisions noted above.
- Granted under the 1997 Plan. 1, 284 shares first became exercisable on 6/11/04, 1,283 shares first became exercisable on 1/2/05 and the remaining 1,283 shares first became exercisable on 1/2/06. The Option will expire on 12/11/13, subject to the earlier termination provisions noted above.
- (10) Granted under the 1997 Plan on 12/9/04. All options fully vested a/o 12/15/05. The Option will expire on 12/9/14, subject to the earlier termination provisions noted above.
- (11) Non-Qualified Stock Options granted under the Independent Bank Corp. 2005 Employee Stock Plan ("2005 Plan"). The Options immediately vested and will expire on 12/14/12, unless earlier terminated in accordance with the Stock Option Agreement.
- Granted under the Independent Bank Corp. 2005 Employee Stock Plan. The Options vest in equal installments over a five-year period beginning on July 19, 2008 and thereafter on each successive anniversary date (7/19/09-7/19/12). The Options expire on July 19, 2017, unless earlier terminated in accordance with the Stock Option Agreement.
- Granted under the 2005 Plan. The Options vest in equal installments of 1,000 shares over a five-year term beginning on 2/15/08 and (13) thereafter on each successive anniversary date (2/15/09-2/15/12). The Options expire on 2/15/17, unless earlier terminated in accordance with the Stock Option Agreement.

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.