

INDEPENDENT BANK CORP  
Form 4  
May 28, 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

(Last) (First) (Middle)

288 UNION STREET

(Street)

ROCKLAND, MA 02370

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/27/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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) |                    |   |                          |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------------------|---|--------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |                    |   |                          |
| Common Stock                    | 05/27/2009                           |  | A                              |   | 400 <sup>(1)</sup>  | A  | \$ 0                              | 800 <sup>(2)</sup> | D |                          |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 6,049.85           | I | by Broker <sup>(2)</sup> |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 508.952            | I | by Son <sup>(3)</sup>    |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 2,541.175          | I | by Spouse <sup>(4)</sup> |

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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

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

## Signatures

By: Linda M. Campion, Power of Attorney For: Carl Ribeiro 05/28/2009

\_\_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).
- (1) Independent Bank Corp. awarded restricted stock to reporting person.
- Indirect holdings include: 3,508.672 shares held in broker name f/b/o Filer; 1,017.903 shares held in Filer's SEP/IRA account w/broker; and 1,523.272 shares held in Filer's ROTH IRA account w/broker. These holdings reflect 37.2750, 10.8140, and 16.1830 shares, respectively, received pursuant to the Independent Bank Corp. Dividend Reinvestment Plan since the last Form 4 filing (1/09). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended.
- (2) Shares held in broker name f/b/o son. Holdings include 5.4070 shares received under the Independent Bank Corp. Dividend Reinvestment Plan since the last Form 4 filing (3/09). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934 as amended.
- (3) 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.

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Holdings held by spouse include: 1,017.903 shares held in broker name and 1,523.272 shares held in IRA w/broker. The holdings reflect 17.903 and 16.1830 shares respectively, received pursuant to the Independent Bank Corp. Dividend Reinvestment Plan since the last (4) Form 4 filing (3/09). 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 Exchange Act, 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.