

TEDESCHI BRIAN S  
Form 4  
December 05, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
TEDESCHI BRIAN S

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)

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

288 UNION 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

(Street)

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	12/04/2008		M	A	1,000	\$ 13.375	38,617	D
Common Stock	12/04/2008		M	A	1,000	\$ 11.5	39,617	D
Common Stock	12/04/2008		M	A	1,000	\$ 15.1	40,617 <sup>(1)</sup>	D
Common Stock	08/22/2008		S	D	1,200	\$ 26.44	0 <sup>(2)</sup>	I by Spouse

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

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SEC 1474  
(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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 11.5	12/04/2008		M		1,000		10/18/2000 <sup>(3)</sup>	04/18/2010	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 13.375	12/04/2008		M		1,000		10/13/1999 <sup>(3)</sup>	04/13/2009	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 15.1	12/04/2008		M		1,000		10/17/2001 <sup>(3)</sup>	04/17/2011	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 20.325							10/15/2003 <sup>(3)</sup>	04/15/2013	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 27.105							10/16/2002 <sup>(3)</sup>	04/16/2012	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 27.16							10/26/2005 <sup>(3)</sup>	04/25/2015	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 27.685							10/27/2004 <sup>(3)</sup>	04/27/2014	Common Stock	1

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

TEDESCHI BRIAN S  
288 UNION STREET  
ROCKLAND, MA 02370

X

## Signatures

By: Linda M. Campion, Power of Attorney For: Brian S.  
Tedeschi

12/05/2008

\_\_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).
- (1) Filer's direct holdings include 1,200 shares of restricted stock
- (2) The August 22, 2008 transaction resulted from an inadvertent error by the Rockland Trust Company's Investment Management Group, which was not identified until December 5, 2008.
- (3) Non-Employee Director, Non-Qualified Common Stock Options expire 10 years from the grant date unless earlier terminated by reason of cessation as non-employee director.

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.