

SHEAHAN DENIS K
Form 4
February 25, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SHEAHAN DENIS K

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

C/O INDEPENDENT BANK
CORP, 288 UNION STREET

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2009

(Street)

ROCKLAND, MA 02370

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 7,865.246 ⁽¹⁾ | D | |
| Common Stock | 02/24/2009 | | J ⁽²⁾ | 1 A \$ 14.29 | 6,225.912 | I | 401(K) Plan |
| Common Stock | 02/24/2009 | | J ⁽²⁾ | 100 A \$ 13.84 | 6,325.912 | I | 401(K) Plan |
| Common Stock | 02/24/2009 | | J ⁽²⁾ | 100 A \$ 13.85 | 6,425.912 | I | 401(K) Plan |
| Common Stock | 02/24/2009 | | J ⁽²⁾ | 100 A \$ 14.2399 | 6,525.912 | I | 401(K) Plan |

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| | | | | | | | | |
|--------------|------------|------------------|-----|---|------------|-----------|---|-------------|
| Common Stock | 02/24/2009 | J ⁽²⁾ | 300 | A | \$ 14.2999 | 6,825.912 | I | 401(K) Plan |
| Common Stock | 02/24/2009 | J ⁽²⁾ | 313 | A | \$ 14.3099 | 7,138.912 | I | 401(K) Plan |
| Common Stock | 02/24/2009 | J ⁽²⁾ | 810 | A | \$ 14.2899 | 7,948.912 | I | 401(K) Plan |
| Common Stock | 02/24/2009 | J ⁽²⁾ | 700 | A | \$ 14.3282 | 8,648.912 | I | 401(K) Plan |
| Common Stock | 02/24/2009 | J ⁽²⁾ | 32 | A | \$ 14.2099 | 8,680.912 | I | 401(K) Plan |

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.

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHEAHAN DENIS K C/O INDEPENDENT BANK CORP 288 UNION STREET ROCKLAND, MA 02370 | | | Chief Financial Officer | |

Signatures

Linda M. Campion, Power of Attorney for Denis K.
Sheahan

02/25/2009

__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).

Shares held in Agency account jt. w/spouse and include 58.0689 shares acquired through Independent Bank Corp.'s Dividend

- (1) Reinvestment Plan since the last Form 4 filing (12/08). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended.
- (2) Discretionary Transaction not exempt under Rule 16b-3

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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