

SHEAHAN DENIS K  
 Form 4  
 February 25, 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 \*  
 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)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					7,865.246 <sup>(1)</sup>	D	
Common Stock	02/24/2009		J <sup>(2)</sup>	1 A \$ 14.29	6,225.912	I	401(K) Plan
Common Stock	02/24/2009		J <sup>(2)</sup>	100 A \$ 13.84	6,325.912	I	401(K) Plan
Common Stock	02/24/2009		J <sup>(2)</sup>	100 A \$ 13.85	6,425.912	I	401(K) Plan
Common Stock	02/24/2009		J <sup>(2)</sup>	100 A \$ 14.2399	6,525.912	I	401(K) Plan

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Common Stock	02/24/2009	J <sup>(2)</sup>	300	A	\$ 14.2999	6,825.912	I	401(K) Plan
Common Stock	02/24/2009	J <sup>(2)</sup>	313	A	\$ 14.3099	7,138.912	I	401(K) Plan
Common Stock	02/24/2009	J <sup>(2)</sup>	810	A	\$ 14.2899	7,948.912	I	401(K) Plan
Common Stock	02/24/2009	J <sup>(2)</sup>	700	A	\$ 14.3282	8,648.912	I	401(K) Plan
Common Stock	02/24/2009	J <sup>(2)</sup>	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.**

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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 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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