

INDEPENDENT BANK CORP
Form 4
January 23, 2008

FORM 4

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

OMB APPROVAL

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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 *
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) (First) (Middle)
288 UNION STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/22/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| 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 ⁽¹⁾ | D | |
| Common Stock | | | | | 159.863 | I | by Daughter ⁽²⁾ |
| Common Stock | | | | | 161.273 | I | by Son ⁽³⁾ |

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 Underlying Security (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).
- (1) 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.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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)

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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.

(8) 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.

(9) 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.

(12) 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.

(13) 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 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.