

SHEAHAN DENIS K  
Form 4  
August 28, 2009

**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 \*  
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)

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

3. Date of Earliest Transaction (Month/Day/Year)  
08/26/2009

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

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	(A) or (D)	Price
Common Stock	08/26/2009		M		1,250	A	\$ 12.4063
Common Stock	08/26/2009		G		1,250	D	\$ 0
Common Stock					9,139.825	I	401(K) Plan
Common Stock					418	I	by Daughter (2)
Common Stock					832	I	by Son (3)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 12.4063	08/26/2009		M	1,250	06/24/2000 <sup>(4)</sup>	12/22/2009	Common Stock
Incentive Stock Option (right to buy)	\$ 11.9063					<sup>(5)</sup>	12/20/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 20.125					<sup>(6)</sup>	12/19/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 23.47					<sup>(7)</sup>	12/19/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 30.14					<sup>(8)</sup>	12/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.125					<sup>(6)</sup>	12/19/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.47					<sup>(7)</sup>	12/19/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 28.27					02/14/2009 <sup>(9)</sup>	02/14/2018	Common Stock
Non-Qualified Stock Option	\$ 28.895					12/15/2005 <sup>(10)</sup>	12/14/2012	Common Stock

(right to buy)				
Non-Qualified Stock Option (right to buy)	\$ 30.14	(8)	12/11/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 32.995	02/15/2008 <sup>(11)</sup>	02/15/2017	Common Stock
Non-Qualified Stock Option (right to buy) <sup>(12)</sup>	\$ 34.18	12/15/2005	12/09/2014	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEAHAN DENIS K 288 UNION STREET ROCKLAND, MA 02370			Chief Financial Officer	

## Signatures

By: Linda M. Campion, Power of Attorney For: Denis K. Sheahan 08/28/2009

\*\*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) Shares held in Agency account jt. w/spouse and include 77.4928 shares acquired through Independent Bank Corp.'s Dividend Reinvestment Plan since the last Form 4 filing (5/09). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended.
- (2) Filer gifted shares. Shares held i/n/o Filer, Custodian for Aisling Sheahan. 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.
- (3) Filer gifted shares: 416 shares held i/n/o Filer, Custodian for Michael Sheahan; 416 shares held i/n/o Filer Custodian for Kevin Sheahan. 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.
- (4) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan 1,417 shares pursuant to the Option shall first become exercisable on 6/24/00, 1,417 shares shall first become exercisable on 1/2/01, and the remaining 1,416 shares shall first become 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 Independent Bank Corp. 1997 Employee Stock Option Plan, 3,667 shares shall first become exercisable on 6/22/01, 3,667 shares shall first become exercisable on 1/2/02, and 3,666 shares shall first become exercisable on 1/2/03. The Option will expire on 12/20/10 subject to the earlier termination provisions noted above.
- (6) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan. 3,367 shares shall first become exercisable on 6/21/02, 3,367 shares shall first become on 1/2/03, and the remaining 3,366 shares shall first become exercisable on 1/2/04 subject to the earlier termination provisions noted above.

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- (7) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan. 3,284 shares shall first become exercisable on 06/20/03, 3,283 shares shall first become on 1/2/04, and the remaining 3,283 shares shall first become exercisable on 1/2/05 subject to the earlier termination provisions noted above.
- (8) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan (1997 Plan). 2,767 shares shall first become exercisable on 06/11/04, 2,767 shares shall first become exercisable on 01/02/05, and the remaining 2,766 shall first become exercisable on 01/02/06. The Option will expire on 12/11/13 subject to the earlier termination of employment or acceleration of vesting schedule under certain termination of employee circumstances.
- (9) Options will vest in equal installments of 3,400 shares over a five-year term beginning on 2/14/09 and thereafter on each successive anniversary date (2/14/10 - 2/14/13).
- (10) Non-Qualified Stock Options granted under the Independent Bank Corp. 2005 Employee Stock Plan (2005 Plan). The Options granted on 12/15/05 vest immediately and will expire on December 14, 2012, unless earlier terminated in accordance with Stock Option Agreement.
- (11) The options will vest in equal installments of 2,000 shares over a five-year term beginning on 2/15/2008 and thereafter on each successive anniversary date (2/15/2009 - 2/15/2012).
- (12) 3,411 Options formerly reported as ISO's under the 12/9/04 grant have converted to NQO's due to an acceleration of vesting for all options granted that date. All Options granted on 12/9/04 have now immediately fully vested a/o 12/15/05.

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.