

GILMORE BENJAMIN A II
Form 4
February 13, 2009

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GILMORE BENJAMIN A II

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)
02/12/2009

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/12/2009		M		1,000	A	\$ 13.375
							10,476.053 (1)
Common Stock							652.443
							I
							by Spouse (2)

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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)	8. Date Exercisable and Expiration Date (Month/Day/Year)	9. Title	10. Amount of Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 13.375	02/12/2009		M	1,000	10/13/1999 ⁽³⁾ 04/13/2009	Common Stock			1
Non-Qualified Stock Option (right to buy)	\$ 11.5					04/18/2000 ⁽³⁾ 04/18/2010	Common Stock			1
Non-Qualified Stock Option (right to buy)	\$ 15.1					04/17/2001 ⁽³⁾ 04/17/2011	Common Stock			1
Non-Qualified Stock Option (right to buy)	\$ 20.325					10/15/2003 ⁽³⁾ 04/15/2013	Common Stock			1
Non-Qualified Stock Option (right to buy)	\$ 27.105					10/16/2002 ⁽³⁾ 04/16/2012	Common Stock			1
Non-Qualified Stock Option (right to buy)	\$ 27.16					10/26/2005 ⁽³⁾ 04/25/2015	Common Stock			1
Non-Qualified Stock Option (right to buy)	\$ 27.685					10/27/2004 ⁽³⁾ 04/27/2014	Common Stock			1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILMORE BENJAMIN A II 288 UNION STREET ROCKLAND, MA 02370	X			

Signatures

Benjamin A
Gilmore, II

02/13/2009

__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) Total direct holdings include 1,200 shares of restricted stock, 914.287564 shares held jt. w/spouse and 223.889132 shares received as a result of participation in the Independent Bank Corp. Dividend Reinvestment Plan, since the last Form 4 filing (4/08). 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 15.4469 shares received pursuant to the Independent Bank Corp. Dividend Reinvestment Plan, since the last Form 4 filing (4/08). 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 shall 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) 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.

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