

SPURR JOHN H JR
 Form 4
 July 23, 2008

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 *
 SPURR JOHN H JR

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)
 C/O INDEPENDENT BANK
 CORP, 288 UNION STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/22/2008

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

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	07/22/2008		P	229 ⁽¹⁾ A \$ 24.5818	17,153.635 ⁽²⁾	D	
Common Stock					618.412	I	by spouse ⁽³⁾
Common Stock					300,613.135	I	by Corporation ⁽⁴⁾
Common Stock					2,524.694	I	by trust ⁽⁵⁾
					12,995	I	by trusts ⁽⁶⁾

Common
Stock

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

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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 Beneficially Owned (Instr. 6)
				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
SPURR JOHN H JR C/O INDEPENDENT BANK CORP 288 UNION STREET ROCKLAND, MA 02370	X			

Signatures

Linda M. Campion, Power of Attorney for John H. Spurr, Jr. 07/23/2008

__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) Shares acquired as a result of participation in the Independent Bank Corp. Directors Deferred Compensation Program.
- (2) Total holdings include 1,200 shares of restricted stock and 128,245,114 shares received pursuant to the Independent Bank Corp. Dividend Reinvestment Plan since last Form 4 filing (4/08) which are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934.

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Exchange Act of 1934, as amended.

Holdings include 5.043747 shares acquired pursuant to the Company's Dividend Reinvestment Plan since the last Form 4 filing (4/08).

- (3) 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) Held i/n/o A. W. Perry Security Corporation. Filer is President of this Corporation. 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 of 1934, as amended, the beneficial owner of such securities.

- (5) Held i/n/o John H. Spurr, Jr. 1998 Trust on which the Filer is a Trustee and Life Beneficiary. Holdings include 19.76 shares received pursuant to the Company's Dividend Reinvestment Plan since 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.

- (6) Held as follows: 2,415 shares i/n/o Elizabeth P. Spurr 1972 Trust f/b/o Filer, who is a co-trustee and remaindermer of Trust; 2,415 shares i/n/o Elizabeth P. Spurr 1972 Trust f/b/o Filer's sister (filer is Co-Trustee of Trust); 8,165 shares i/n/o John H. Spurr 1993 Trust f/b/o Filer, who is a co-trustee and remaindermer of Trust. 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 held by Trusts.

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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