

Jensen Barry H  
 Form 3  
 September 08, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Jensen Barry H		(Month/Day/Year)	INDEPENDENT BANK CORP [INDB]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		04/17/2008		
288 UNION STREET			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
ROCKLAND,Â MAÂ 02370			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Principal Accounting Officer	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	917.532	I	401(K) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

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				Shares		(I) (Instr. 5)	
Incentive Stock Option (right to buy)	06/22/2001 <sup>(1)</sup>	12/20/2010	Common Stock	4,050	\$ 11.9063	D	Â
Incentive Stock Option (right to buy)	06/21/2002 <sup>(2)</sup>	12/19/2011	Common Stock	4,725	\$ 20.125	D	Â
Incentive Stock Option (right to buy)	06/20/2003 <sup>(3)</sup>	12/19/2012	Common Stock	4,600	\$ 23.47	D	Â
Incentive Stock Option (right to buy)	06/11/2004 <sup>(4)</sup>	12/11/2013	Common Stock	3,538	\$ 30.14	D	Â
Incentive Stock Option (right to buy)	12/15/2005 <sup>(5)</sup>	12/09/2014	Common Stock	785	\$ 34.18	D	Â
Non-Qualified Stock Option (right to buy)	02/14/2008 <sup>(6)</sup>	02/14/2018	Common Stock	6,000	\$ 28.27	D	Â
Non-Qualified Stock Option (right to buy)	12/15/2005 <sup>(7)</sup>	12/14/2012	Common Stock	5,000	\$ 28.895	D	Â
Non-Qualified Stock Option (right to buy)	06/11/2004 <sup>(4)</sup>	12/11/2013	Common Stock	162	\$ 30.14	D	Â
Non-Qualified Stock Option (right to buy)	02/15/2008 <sup>(8)</sup>	02/15/2017	Common Stock	4,000	\$ 32.995	D	Â
Non-Qualified Stock Option (right to buy)	12/15/2005 <sup>(5)</sup>	12/09/2014	Common Stock	4,215	\$ 34.18	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jensen Barry H 288 UNION STREET ROCKLAND, MA 02370	Â	Â	Â Principal Accounting Officer	Â

## Signatures

Barry H. Jensen                      09/08/2009  
 \_\_Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan ("1997 Plan"). 1,350 shares shall first become exercisable on 6/22/01, 1,350 shares shall first become exercisable on 1/20/02, and the remaining 1,350 shares shall first become exercisable on 1/2/03. The Option will expire on 12/20/10 unless earlier terminated in accordance with the Stock Option Agreement.
- (2) Granted under the 1997 Plan. 1,575 shares shall first become exercisable on 6/21/02, 1,575 shares shall first become exercisable on 1/2/03 and the remaining 1,575 shares shall first become exercisable on 1/2/04, unless earlier terminated in accordance with the Stock Option

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Agreement.

(3) Granted under the 1997 Plan. 1,534 shares shall first become exercisable on 6/20/03, 1,533 shares shall first become exercisable on 1/2/04, and the remaining 1,533 shares shall first become exercisable on 1/2/05 unless earlier terminated in accordance with the Stock Option Agreement.

(4) Granted under the 1997 Plan. 1,234 shares shall first become exercisable on 6/11/04, 1,233 shares shall first become exercisable on 1/2/05, and the remaining 1,233 shares shall first become exercisable on 1/2/06, unless earlier terminated in accordance with the Stock Option Agreement.

(5) Granted under the 1997 Plan. Options immediately vested on 12/15/05, unless earlier terminated in accordance with the Stock Option Agreement.

(6) Non-Qualified Stock Options granted under the 2005 Plan. The options vest in equal installments of 1,200 shares over a five-year term beginning on 2/14/09 and thereafter on each successive anniversary date (2/14/10 - 2/14/13), unless earlier terminated in accordance with the Stock Option Agreement.

(7) Granted under the Plan. The Option immediately vests, unless earlier terminated in accordance with the Stock Option Agreement.

(8) Non-Qualified Stock Options granted under the Independent Bank Corp. 2005 Employee Stock Plan (2005 Plan). The options will vest in equal installments of 800 shares over a five-year term beginning on 2/15/08 and thereafter on each successive anniversary date (2/15/09 - 2/15/12), 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.

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