

INDEPENDENT BANK CORP  
 Form 4  
 July 28, 2005

**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 \*  
 ANDERSON RICHARD S

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)  
 07/26/2005

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 07/26/2005                           |  | P                              | 338 A \$ 29.83  | 21,536.106 (1)  | D  |                                   |

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)**

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| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 10.25   |                                      |  |                                |   | 10/14/1997 <sup>(2)</sup> 04/15/2007                     | Common Stock  | 1,000                      |
| Non-Qualified Stock Option (right to buy)  | \$ 11.5  |                                      |  |                                |   | 10/18/2000 <sup>(2)</sup> 04/18/2010                     | Common Stock  | 1,000                      |
| Non-Qualified Stock Option (right to buy)  | \$ 13.375  |                                      |  |                                |   | 10/13/1999 <sup>(2)</sup> 04/13/2009                     | Common Stock  | 1,000                      |
| Non-Qualified Stock Option (right to buy)  | \$ 15.1  |                                      |  |                                |   | 10/17/2001 <sup>(2)</sup> 04/17/2011                     | Common Stock  | 1,000                      |
| Non-Qualified Stock Option (right to buy)  | \$ 19.25   |                                      |  |                                |   | 10/14/1998 <sup>(2)</sup> 04/14/2008                     | Common Stock  | 1,000                      |
| Non-Qualified Stock Option (right to buy)  | \$ 20.325  |                                      |  |                                |   | 10/15/2003 <sup>(2)</sup> 04/15/2013                     | Common Stock  | 1,000                      |
| Non-Qualified Stock Option (right to buy)  | \$ 27.105  |                                      |  |                                |   | 10/16/2002 <sup>(2)</sup> 04/16/2012                     | Common Stock  | 1,000                      |
| Non-Qualified Stock Option (right to buy)  | \$ 27.16   |                                      |  |                                |   | 10/26/2005 <sup>(2)</sup> 04/25/2015                     | Common Stock  | 1,000                      |
| Non-Qualified Stock Option (right to buy)  | \$ 27.685  |                                      |  |                                |   | 10/27/2004 <sup>(2)</sup> 04/27/2014                     | Common Stock  | 1,000                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

ANDERSON RICHARD S  
288 UNION STREET  
ROCKLAND, MA 02370

X

## Signatures

By: Jennifer M. Kingston, Power of Attorney For: Richard S.  
Anderson

07/27/2005

\_\_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).

- Shares acquired as a result of participation in the Independent Bank Corp. Directors Deferred Compensation Program. Total holdings include 1,404 shares held in broker name f/b/o of Filer. Total holdings also reflect 106.551 shares received pursuant to the Company's
- (1) Dividend Reinvestment Plan, since the last Form 4 filing (4/05). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended.
  - (2) Non-Employee Director Derivative Securities, 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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