

Jensen Barry H  
 Form 4  
 September 23, 2010

**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 \*  
 Jensen Barry H

2. Issuer Name and Ticker or Trading Symbol  
 INDEPENDENT BANK CORP  
 [INDB]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
X Officer (give title below) \_\_\_ Other (specify below)  
 Principal Accounting Officer

(Last) (First) (Middle)  
 INDEPENDENT BANK  
 CORP., 288 UNION STREET  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/21/2010

ROCKLAND, MA 02370

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
X 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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	09/21/2010		G	V	812 <sup>(1)</sup>	D	\$ 0	6,200.3374 <sup>(2)</sup>	D	shares formerly held in broker name f/b/o Filer
Common Stock	09/21/2010		G	V	4,050 <sup>(1)</sup>	D	\$ 0	0	I	
Common Stock								1,124.301	I	401(k)

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Common Stock      09/21/2010      G   V   4,862<sub>(1)</sub>   A   \$ 0   4,862   I   by spouse in broker name

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**      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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

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

## Signatures

Linda M. Campion, Power of Attorney for Barry H. Jensen      09/23/2010

\_\_\_\_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).
- This transaction involved a gift of securities by the reporting person to his spouse who shares the reporting person's household. The (1) reporting person disclaims beneficial ownership of the shares held by his spouse, and this report should not be deemed as admission that the reporting person is the beneficial owner of his spouse's shares for purposes of Section 16 or for any further purpose.

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- (2) Since last Form 4 filing (3/10) Filer acquired 12.337433 shares through the Independent Bank Corp. Dividend Reinvestment Plan. Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended. 12 of the 12.337433 dividend reinvestment shares are included in the 812 shares gifted to spouse on 9/21/10 the remaining .337433 fractional shares are included in current holdings.

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.