

SULLIVAN ROBERT D
 Form 4
 January 30, 2007

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 *
 SULLIVAN ROBERT D

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)
 01/29/2007

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

C/O INDEPENDENT BANK
 CORP, 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 Ownership (Instr. 4)
Common Stock				(A) or (D)	Price		
Common Stock					11,545.974 ⁽¹⁾	D	
Common Stock					2,633.671 ⁽²⁾	I	by corporation
Common Stock	01/29/2007		S	555 ⁽³⁾	D \$ 32	I	by trusts ⁽⁴⁾
Common Stock	01/29/2007		S	300 ⁽³⁾	D \$ 32.01	I	by trusts ⁽⁴⁾
Common Stock	01/29/2007		S	300 ⁽³⁾	D \$ 32.09	I	by trusts ⁽⁴⁾

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Common Stock 01/29/2007 S 300 ⁽³⁾ D \$ 32.13 10,331 I by trusts ⁽⁴⁾

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 Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN ROBERT D C/O INDEPENDENT BANK CORP 288 UNION STREET ROCKLAND, MA 02370	X			

Signatures

Linda M. Campion, Power of Attorney for Robert D. Sullivan 01/30/2007

**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).
- Direct holdings include 1,046.9893 common stock shrs and 400 restricted stock shrs held in Filer's name, 2,091.0019 shrs held jt. (1) w/spouse, and 8,008.0000 shrs held i/n/o Chrystine M. Sullivan Revocable Trust Dated 2/3/90 on which Filer is a Trustee and Beneficiary.

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(2) Shares held in broker name f/b/o Sullivan Companies Retirement Trust UDT 8/1/74. Filer is a Trustee of this Trust. 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) Transaction reflects the sale of shares held i/n/o Mary Sullivan Trust dtd. 3/29/83 on which Filer is a Trustee.

Total holdings include 6,356 shares held i/n/o Special Marital Trust of R. J. Sullivan on which Filer is a Trustee and 3,975 shares held (4) i/n/o Joseph Sullivan Irrevocable Trust on which Filer is a Trustee. 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.

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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