

INDEPENDENT BANK CORP  
Form 4  
May 09, 2006

**FORM 4**

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

OMB APPROVAL

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**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 \*  
JANKOWSKI EDWARD F

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)  
288 UNION STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/08/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Technology & Ops Officer

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/08/2006		X <sup>(1)</sup>		\$ 5,775 A 11.9063	6,275	D
Common Stock <sup>(2)</sup>	05/08/2006		S		400 D \$ 31.82	5,875	D
Common Stock <sup>(2)</sup>	05/08/2006		S		375 D \$ 31.828	5,500	D
Common Stock <sup>(2)</sup>	05/08/2006		S		600 D \$ 31.83	4,900	D
Common Stock <sup>(2)</sup>	05/08/2006		S		1,800 D \$ 31.84	3,100	D

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Common Stock <u>(2)</u>	05/08/2006	S	200	D	\$ 31.8449	2,900	D	
Common Stock <u>(2)</u>	05/08/2006	S	200	D	\$ 31.85	2,700	D	
Common Stock <u>(2)</u>	05/08/2006	S	1,000	D	\$ 31.86	1,700	D	
Common Stock <u>(2)</u>	05/08/2006	S	400	D	\$ 31.92	1,300	D	
Common Stock <u>(2)</u>	05/08/2006	S	800	D	\$ 31.95	500	D	
Common Stock						1,702.97	I	401(K) Plan <u>(3)</u>

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 Underlying Security (Instr. 3 and 4)	8. Expiration Date	9. Title	10. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 11.9063	05/08/2006		X	5,775	05/08/2006 <sup>(4)</sup>	12/20/2010	Common Stock	5	
Incentive Stock Option (right to buy)	\$ 20.125					<sup>(5)</sup>	12/19/2011	Common Stock	6	
Incentive Stock Option (right to buy)	\$ 23.47					<sup>(6)</sup>	12/19/2012	Common Stock	5	
Incentive Stock Option (right to buy)	\$ 30.14					<sup>(7)</sup>	12/11/2013	Common Stock	3	



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- (8) Non-Qualified Stock Options granted under the Independent Bank Corp. 2005 Employee Stock Plan (2005 Plan). The Options granted on 12/15/05 vest immediately and will expire on December 14, 2012, unless earlier terminated in accordance with Stock Option Agreement.
- (9) 3,765 Options formerly reported as ISO's under the 12/9/04 grant have converted to NQO's due to an acceleration of vesting for all options granted that date. All options granted on 12/9/04 have now immediately fully vested as of 12/15/05.

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