

INDEPENDENT BANK CORP
 Form 4/A
 April 25, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
JONES KEVIN J

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)
04/22/2014

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

288 UNION STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
04/24/2014

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	04/22/2014		P	613 ⁽¹⁾	A	\$ 38.5529	73,158.7083 D
Common Stock	04/23/2014		M	1,000	A	\$ 27.685	74,158.7083 ₍₂₎ D
Common Stock							9,220.0831 ₍₃₎ I by Spouse
Common Stock							30,000 ₍₄₎ I by Son
Common Stock							5,000 ₍₅₎ I by Corporation

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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)

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 (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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 27.685	04/23/2014 ⁽⁶⁾		M	1,000 <u>(7)</u> <u>(8)</u>	10/27/2004 04/27/2014	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES KEVIN J 288 UNION STREET ROCKLAND, MA 02370		X		

Signatures

Linda M. Campion, Power of Attorney for Kevin J. Jones
 Signature: _____ Date: 04/25/2014

**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).
- (1) Shares acquired as a result of participation in the Independent Bank Corp. Directors Deferred Compensation Program. Holdings include 269.5888 shares acquired as a result of participation in the 2010 Independent Bank Corp. Dividend Reinvestment and Stock Purchase Plan since the last Form 4 filing (1/14). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended.
- (3) Holdings include 61.0918 shares acquired as a result of participation in the 2010 Independent Bank Corp. Dividend Reinvestment and Stock Purchase Plan since the last Form 4 filing (1/14). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended. The filing of this statement should not be construed as an admission that the

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undersigned is, for purposes of Section 16 of the Securities and Act of 1934, as amended, the beneficial owner of such securities.

Shares carried under the name of Filers three sons as follows: 10,000 shares held i/n/o Kevin J. Jones and Frances Jones, Trustees, Brian Jones Irrevocable Trust, 10,000 shares held i/n/o Kevin J. Jones and Frances Jones, Trustees, Mark Jones Irrevocable Trust, and 10,000

- (4) shares held i/n/o Kevin J. Jones and Frances Jones, Trustees, Sean Jones Irrevocable Trust The filing of this statement should not be construed as an admission that the undersigned is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of such securities held by Trusts.
- (5) The filing of this statement should not be construed as an admission that the undersigned is, for purposes of Section 16 of the Securities and Act of 1934, as amended, the beneficial owner of such securities.
- (6) Form 4 is being amended to report that the transaction date for the stock option exercise was April 23, 2014 and not April 22, 2014.
- (7) Non-Employee Director, Non-Qualified Common Stock Options expire 10 years from the grant date unless earlier terminated by reason of cessation as non-employee director.
- (8) Form is being amended to show that the options were disposed of not acquired

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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