

INDEPENDENT BANK CORP  
Form 4  
June 28, 2013

**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 \*  
SHEAHAN DENIS K

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)  
06/27/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Financial Officer

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 Beneficial Ownership (Instr. 4) |                    |   |                |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------------|---|----------------|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price   |                    |   |                |
| Common Stock                    | 06/27/2013                           |  | M                              |   | 3,527   | A  | \$ 30.14  | 48,040.3443        | D |                |
| Common Stock                    | 06/27/2013                           |  | F                              |   | 3,111   | D  | \$ 34.17  | 44,929.3443        | D |                |
| Common Stock                    | 06/27/2013                           |  | M                              |   | 4,773   | A  | \$ 30.14  | 49,702.3443        | D |                |
| Common Stock                    | 06/27/2013                           |  | F                              |   | 4,380   | D  | \$ 34.17  | 45,322.3443<br>(1) | D |                |
| Common Stock                    |                                      |  |                                |   |   |  |   | 966.5412 (2)       | I | by Filer f/b/o |

|              |                             |                                    |
|--------------|-----------------------------|------------------------------------|
| Common Stock | 1,928.5936 <sup>(3)</sup> I | daughter<br>By Filer<br>f/b/o Sons |
|--------------|-----------------------------|------------------------------------|

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 Amount of Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
|  |  |                                      |  | Code                           | V (A) (D)   |  |   |              |                            |
| ISO (Right to Buy)                         | \$ 30.14   | 06/27/2013                           |  | M                              | 3,527   | 06/11/2004 <sup>(4)</sup>                                | 12/11/2013  | Common Stock | 3,527                      |
| NQ Stock Option (Right to Buy)             | \$ 30.14   | 06/27/2013                           |  | M                              | 4,773   | 06/11/2004 <sup>(4)</sup>                                | 12/11/2013  | Common Stock | 4,773                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                             |
|--|---|
|  | Director    10% Owner    Officer    Other |
| SHEAHAN DENIS K<br>C/O INDEPENDENT BANK CORP<br>288 UNION STREET<br>ROCKLAND, MA 02370 | Chief Financial Officer                   |

## Signatures

|  |            |
|--|------------|
| Linda M. Campion, Power of Attorney for Denis K. Sheahan | 06/28/2013 |
|--|------------|

\_\_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).

- Total holdings include 139,8085 shares acquired pursuant to the Independent Bank Corp. Dividend Reinvestment and Stock Purchase Plan (2010 Plan) since Filer's 2/25/13 Form 4 filing. Such transactions are exempt from the reporting requirements of Section 16 of the Securities Exchange Act of 1934.
- (1) Total holdings include 7.1139 shares acquired pursuant to the 2010 Plan since Filer's 2/25/13 Form 4 filing. Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended.
- (2) Holdings include 14.1948 shares acquired pursuant to the 2010 Plan since the Filer's 2/25/13 Form 4 filing. Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended.
- (3) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan. 2,767 shares shall first become exercisable on June 11, 2004; 2,767 shares shall first become exercisable on January 2, 2005, and 2,766 shares shall first become exercisable on January 2, 2006, subject to the earlier termination of employment or acceleration of vesting schedule under certain termination of employee circumstances.
- (4)

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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