

INDEPENDENT BANK CORP

Form 4

April 27, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SULLIVAN ROBERT D

(Last) (First) (Middle)

**C/O INDEPENDENT BANK
CORP, 288 UNION STREET**

(Street)

ROCKLAND, MA 02370

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/26/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
Common Stock				(A) or (D)	11,022.7356 (1)	D	
Common Stock					5,315.4759 (2)	I	Shrs. held in broker name by Sullivan Companies Retirement Trust
Common Stock					1,455 (3)	I	by Trust

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Common Stock	6,356 ⁽⁴⁾	I	by Trust
Common Stock	4,225 ⁽⁵⁾	I	by Trust

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 27.16	04/26/2005		A		1,000		10/26/2005	04/25/2015 ⁽⁶⁾	Common Stock	1

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	04/27/2005
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__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) Total holdings include 4.5567 shares received pursuant to the Independent Bank Corp.'s Dividend Reinvestment Plan since the last Form 4 filing (2/05). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended. Total holdings also include 8,008 shares held i/n/o Chrystine M. Sullivan Revocable Trust dated 2/3/90 on which Mr. Sullivan is a Trustee and Beneficiary.

(2) Total holdings include 27.3618 shrs. received pursuant to the Independent Bank Corp.'s Dividend Reinvestment Plan since the last Form 4 filing (2/05). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended.

(3) Shrs. held i/n/o Mary Sullivan Trust dtd. 3/29/83. Filer is a Trustee of Trust. The filing of this statement should not be construed as an admission that the Filer is, for purposes of Section 16 of the Securities Exchange Act, the beneficial owner of such securities.

(4) Shrs. held i/n/o Special Marital Trust of R. J. Sullivan. Filer is a Trustee of Trust. The filing of this statement should not be construed as an admission that the Filer is, for purposes of Section 16 of the Securities Exchange Act, the beneficial owner of such securities.

(5) Shrs. held i/n/o Joseph Sullivan Irrevocable Trust. Filer is a Trustee of Trust. The filing of this statement should not be construed as an admission that the Filer is, for purposes of Section 16 of the Securities Exchange Act, the beneficial owner of such securities.

(6) Non-Employee Director, Non-Qualified Stock Options expire 10 years from the grant date unless terminated by reason of cessation as Non-Employee Director.

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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