

INDEPENDENT BANK CORP
Form 4
October 27, 2014

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 *
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)
10/23/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Operating 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 10/23/2014 | | M | V Amount (A) or (D) Price | \$ 60,469.3647 (1) (2) | D | |
| Common Stock | 10/23/2014 | | F | V Amount (A) or (D) Price | \$ 49,307.3647 38.03 | D | |
| Common Stock | 10/23/2014 | | S | V Amount (A) or (D) Price | \$ 48,469.3647 36.97 | D | |
| Common Stock | | | | | 991.4697 (3) | I | by Filer f/b/o daughter |
| | | | | | 1,978.335 (4) | I | |

Common
Stock

By Filer
f/b/o Sons

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| NQ Stock Option (Right to Buy) | \$ 34.18 | 10/23/2014 | | M | 12,000 | 12/09/2004 ⁽⁵⁾ 12/09/2014 | Common Stock 12,000 |

Reporting Owners

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

Signatures

Sarah E. Hutchings, Power of Attorney for Denis K. Sheahan

10/27/2014

**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) Total Holdings include 10,649.0313 shares held in Filer's 401(k) account

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- Total Holdings include 316.1559 shares received pursuant to the Independent Bank Corp. 2010 Dividend Reinvestment and Stock Purchase Plan since the last Form 4 filing (5/21). Such transactions are exempt from the reporting requirements of Section 16 of the Securities Exchange Act of 1934, as amended.
- (2)

- Shares held in Filer's name f/b/o Daughter. Holdings include 13.6618 shares received pursuant to the Independent Bank Corp. 2010 Dividend Reinvestment and Stock Purchase Plan since the last Form 4 filing (5/21). 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 undersigned is, for purposes of Section 16 of the Exchange Act, the beneficial owner of such securities.
- (3)

- Shares held in Filer's name f/b/o Sons. Holdings include 27.2602 shares received pursuant to the Independent Bank Corp. 2010 Dividend Reinvestment and Stock Purchase Plan since the last Form 4 filing (5/21). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1937, as amended. The filing of this statement should not be construed as an admission that the undersigned is, for purposes of Section 16 of the Exchange Act, the beneficial owner of such securities.
- (4)

- Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan. 4000 shares first became exercisable on June 9, 2005 and the remainder of the shares became exercisable on December 15, 2005.
- (5)

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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