

INDEPENDENT BANK CORP  
Form 4  
March 22, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
**KELLEY FERDINAND T**

(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)  
**03/21/2005**

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)  
**Executive Vice President**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	03/21/2005		M	3,400 A \$ 12.4063	7,316 <sup>(1)</sup>	D	
Common Stock					8,852.64	D	
Common Stock					120.134 <sup>(2)</sup>	D	

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**

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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)
Incentive Stock Option (right to buy)	\$ 12.4063	03/21/2005		M	3,400	06/24/2000 <sup>(3)</sup> 12/22/2009	Common Stock 3,400

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLEY FERDINAND T C/O INDEPENDENT BANK CORP 288 UNION STREET ROCKLAND, MA 02370			Executive Vice President	

## Signatures

Linda M. Campion, Power of Attorney for Ferdinand T. Kelley  
 \*\*Signature of Reporting Person  
 03/22/2005  
 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 held i/n/o The Ferdinand T. Kelley Revocable Trust (dated December 29, 2004) on which Filer is a trustee and spouse is a beneficiary.
- (2) Shares held jt. w/spouse
- (3) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan (1997 Plan), 4,042 shares pursuant to the Option shall first become exercisable on 6/24/00, 4,042 shares shall first become exercisable on 1/2/01, and the remaining 4,041 shares shall first become exercisable on 1/2/02. The Option will expire on 12/22/09, subject to the earlier termination of employment or acceleration of vesting schedule under certain termination of employee circumstances.

## Edgar Filing: INDEPENDENT BANK CORP - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.