

INDEPENDENT BANK CORP  
Form 4  
June 28, 2013

**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 \*  
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 (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 <sup>(1)</sup>	D	
Common Stock					966.5412 <sup>(2)</sup>	I	by Filer f/b/o

Common Stock	1,928.5936 <sup>(3)</sup> I	daughter 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)		
						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 C/O INDEPENDENT BANK CORP 288 UNION STREET 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.

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.