

INDEPENDENT BANK CORP

Form 4

October 27, 2014

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 *
SHEAHAN DENIS K

(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)
10/23/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(A) or (D)	Price	
Common Stock	10/23/2014		M		12,000	A	\$ 34.18	60,469.3647 (1) (2)
Common Stock	10/23/2014		F		11,162	D	\$ 38.03	49,307.3647
Common Stock	10/23/2014		S		838	D	\$ 36.97	48,469.3647
Common Stock								991.4697 (3)
								1,978.335 (4)

by Filer
f/b/o
daughter

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Common
Stock

By Filer
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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
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
- (2) 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.

- Shares held in Filer's name f/b/o Daughter. Holdings include 13.6618 shares received pursuant to the Independent Bank Corp. 2010 Divident 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 Divident 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)

- (5) 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.

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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