

INDEPENDENT BANK CORP  
Form 4  
October 28, 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 \*  
**ODDLEIFSON CHRISTOPHER**

(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)  
**10/24/2014**

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)  
**President and CEO**

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	(A) or (D)	Price
Common Stock	10/24/2014		M		2,925	A	\$ 34.18
Common Stock	10/24/2014		M		28,075	A	\$ 34.18
Common Stock	10/24/2014		M		15,000	A	\$ 28.27
Common Stock	10/24/2014		F		38,857	D	\$ 38.18

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	10/24/2014		M	2,925	12/15/2005 <sup>(1)</sup>	12/09/2014	Common Stock	2,925
NQ Stock Option (Right to Buy)	\$ 34.18	10/24/2014		M	28,075	06/09/2005 <sup>(2)</sup>	12/09/2014	Common Stock	28,075
NQ Stock Option (Right to Buy)	\$ 28.27	10/24/2014		M	15,000	02/14/2009 <sup>(3)</sup>	02/14/2018	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ODDLEIFSON CHRISTOPHER C/O INDEPENDENT BANK CORP. 288 UNION STREET ROCKLAND, MA 02370	X		President and CEO	

## Signatures

Sarah E. Hutchings, Power of Attorney for Christopher Oddleifson  
10/28/2014

\_\_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) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan. Shares became exercisable on December 15, 2005.
- (2) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan. 10,334 shares became exercisable on June 9, 2005 and the remainder of the shares became exercisable on December 15, 2005.
- (3) Granted under the Independent Bank Corp. 2005 Employee Stock Option Plan. 8000 shares became exercisable on February 14, 2009, and 8000 shares became exercisable, annually on February 14th in 2010, 2011, 2012 and 2013.

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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