

INDEPENDENT BANK CORP  
Form 4  
December 09, 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 \*  
Nadeau Gerard F

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)  
12/05/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	12/05/2014		M		793 A \$ 34.18	35,356.308 (1)	D
Common Stock	12/05/2014		M		1,747 A \$ 34.18	37,103.308	D
Common Stock	12/05/2014		M		3,960 A \$ 34.18	41,063.308	D
Common Stock	12/05/2014		F		5,809 D \$ 40.18	35,254.308	D
Common Stock						196.3016 (2)	I by daughter

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Common Stock 198.032 <sup>(3)</sup> I By Son

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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)	Amount or Number of Shares
ISO - Stock Option (Right to Buy)	\$ 34.18	12/05/2014		M	793	06/09/2005 <sup>(4)</sup> 12/09/2014	Common Stock	793
NQ Stock Option (Right to Buy)	\$ 34.18	12/05/2014		M	1,747	06/09/2005 <sup>(5)</sup> 12/09/2014	Common Stock	1,747
NQ Stock Option (Right to Buy)	\$ 34.18	12/05/2014		M	3,960	12/15/2005 <sup>(6)</sup> 12/09/2014	Common Stock	3,960

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
Nadeau Gerard F C/O INDEPENDENT BANK CORP. 288 UNION STREET			Executive Vice President

ROCKLAND, MA 02370

## Signatures

Sarah E. Hutchings, Power of Attorney for Gerard  
Nadeau

12/09/2014

\_\_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).  
Holdings include 7.445 shares acquired as a result of participation in the 2010 Independent Bank Corp. Dividend Reinvestment and Stock Purchase Plan since the last Form 4 filing (8/13). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended.  

Shares held in Filer's name f/b/o Daughter. Holdings include 1.370453 shares received pursuant to the Independent Bank Corp. 2010 Divident Reinvestment and Stock Purchase Plan since the last Form 4 filing (8/13). 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.

Shares held in Filer's name f/b/o Son. Holdings include 1.382757 shares received pursuant to the Independent Bank Corp. 2010 Divident Reinvestment and Stock Purchase Plan since the last Form 4 filing (8/13). 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.
- (1) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan. Shares first became exercisable on June 9, 2005
- (2) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan. 1374 shares shall first become exercisable on June 9, 2005 and the remainder of the shares shall become exercisable on December 15, 2005.
- (3) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan. Shares first became exercisable on June 9, 2005
- (4) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan. Shares first became exercisable on December 15, 2005.
- (5) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan. Shares first became exercisable on December 15, 2005.
- (6) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan. Shares first 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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