

INDEPENDENT BANK CORP
 Form 4
 November 03, 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 *
 Jensen Barry H

2. Issuer Name and Ticker or Trading Symbol
 INDEPENDENT BANK CORP
 [INDB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Information Officer

(Last) (First) (Middle)
 C/O INDEPENDENT BANK
 CORP., 288 UNION STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/28/2014

ROCKLAND, MA 02370

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

(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 (A) or (D) Price			
Common Stock	10/30/2014		M	785 A \$ 34.18	13,358.432 (1)	D	
Common Stock	10/30/2014		M	882 A \$ 34.18	14,240.432	D	
Common Stock	10/30/2014		M	3,333 A \$ 34.18	17,573.432	D	
Common Stock	10/28/2014		S	5,000 D \$ 39.13 (2)	12,573.432	D	

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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)	Amount or Number of Shares
ISO - Stock Option (Right to Buy)	\$ 34.18	10/30/2014		M	785	06/09/2005 ⁽³⁾ 12/09/2014	Common Stock	785
NQ Stock Option (Right to Buy)	\$ 34.18	10/30/2014		M	882	06/09/2005 ⁽³⁾ 12/09/2014	Common Stock	882
NQ Stock Option (Right to Buy)	\$ 34.18	10/30/2014		M	3,333	12/15/2005 ⁽⁴⁾ 12/09/2014	Common Stock	3,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jensen Barry H C/O INDEPENDENT BANK CORP. 288 UNION STREET ROCKLAND, MA 02370			Chief Information Officer	

Signatures

Sarah E. Hutchings, Power of Attorney for Barry H.
Jensen

11/03/2014

__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 99.5983 shares acquired as a result of participation in the Independent Bank Corp. 2010 Dividend Reinvestment and
(1) Stock Purchase Plan since the last Form 4 filing (3/20). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended.

- This price represents the weighted average purchase price of stock sales that were executed at prices ranging from \$39.10 through \$39.20
(2) per share. The reporting person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares purchased at each separate price.
- (3) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan. Shares became exercisable on June 9, 2005.
 - (4) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan. 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. 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.