

INDEPENDENT BANK CORP
 Form 4
 April 01, 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 *
SEKSAY EDWARD H

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)
288 UNION STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/31/2014		M		2,688	A	\$ 28.27
Common Stock	03/31/2014		F		2,174	D	\$ 38.96
Common Stock	03/31/2014		M		2,600	A	\$ 32.995
Common Stock	03/31/2014		F		2,324	D	\$ 38.96
Common Stock	03/31/2014		M		3,500	A	\$ 27.425

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Common Stock 03/31/2014 F 2,779 D \$ 38.96 18,477 D

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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (Right to Buy)	\$ 28.27	03/31/2014		M	2,688	02/14/2009 ⁽¹⁾ 02/14/2018	Common Stock
NQ - Stock Option (Right to Buy)	\$ 32.995	03/31/2014		M	2,600	02/15/2012 ⁽²⁾ 02/15/2017	Common Stock
NQ - Stock Option (Right to Buy)	\$ 27.425	03/31/2014		M	3,500	02/17/2014 ⁽³⁾ 02/17/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEKSAY EDWARD H 288 UNION STREET ROCKLAND, MA 02370			General Counsel	

Signatures

Linda M. Campion, Power of Attorney for Edward H. Seksay

04/01/2014

**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. 2005 Employee Stock Plan ("2005 Plan"). Options vest in equal installments of 2,000 shares over a five-year period beginning on February 14, 2009 and thereafter on each successive anniversary date (2/14/10 - 2/14/13), subject to the earlier termination of employment or acceleration of vesting schedule under certain termination of employee circumstances.

(2) Granted under the 2005 Plan. Options vest in equal installments of 1,000 shares over a five-year period beginning on February 15, 2008 and thereafter on each successive anniversary date (2/15/09 - 2/15/12), subject to the earlier termination of employment or acceleration of vesting schedule under certain termination of employee circumstances.

(3) Granted under the 2005 Plan. Options vest in three installments as follows: 1,167 shares vest on February 17, 2012; 1,167 shares vest on February 17, 2013; and, 1,166 shares vest on February 17, 2014, subject to the earlier termination of employment or acceleration of vesting schedule under certain termination of employee circumstances.

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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