

INDEPENDENT BANK CORP
 Form 4
 July 26, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
FUERSCHBACH RAYMOND G

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)
 07/24/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

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 | 07/24/2013 | | M | | 1,820 | A | \$ 34.18 |
| Common Stock | 07/24/2013 | | M | | 1,930 | A | \$ 34.18 |
| Common Stock | 07/24/2013 | | M | | 1,685 | A | \$ 30.14 |
| Common Stock | 07/24/2013 | | M | | 1,353 | A | \$ 30.14 |
| Common Stock | 07/24/2013 | | S | | 7,387 | D | \$ 37.65 |
| | | | | | | | 23,025 ⁽¹⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| ISO - Stock Option (Right to Buy) | \$ 30.14 | 07/24/2013 | | M | 1,685 | 01/02/2006 ⁽²⁾ 12/11/2013 | Common Stock | 1,685 | |
| NQ - Stock Option (Right to Buy) | \$ 30.14 | | | | | 06/11/2004 ⁽²⁾ 12/11/2013 | Common Stock | 2,705 | |
| NQ - Stock Option (Right to Buy) | \$ 34.18 | 07/24/2013 | | M | 1,820 | 12/15/2005 ⁽³⁾ 12/09/2014 | Common Stock | 1,820 | |
| NQ - Stock Option (Right to Buy) | \$ 34.18 | | | | | 06/09/2005 ⁽⁴⁾ 12/09/2014 | Common Stock | 3,860 | |
| NQ - Stock Option (Right to Buy) | \$ 30.14 | 07/24/2013 | | M | 1,353 | 06/11/2004 ⁽²⁾ 12/11/2013 | Common Stock | 1,353 | |
| NQ - Stock | \$ 34.18 | 07/24/2013 | | M | 1,930 | 06/09/2005 ⁽⁴⁾ 12/09/2014 | Common Stock | 1,930 | |

Option
(Right to
Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FUERSCHBACH RAYMOND G 288 UNION STREET ROCKLAND, MA 02370 | | | Senior Vice President | |

Signatures

Linda M. Campion, Power of Attorney
07/26/2013

__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 also reflects the transfer of Independent Bank Corp. [Common Stock] pursuant to a domestic relations order, which transfer was exempt pursuant to Rule 16a-12 since the last Form 4 filing (5/13).
Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan (1997 Plan). 2,025 shares became exercisable on 06/11/04
- (2) and 680 shares became exercisable on 1/2/05, subject to the earlier termination of employment or acceleration of vesting schedule under certain termination of employee circumstances.
Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan (1997 Plan). Options formerly reported as ISO's under the 12/9/04 grant have converted to NQO's due to an acceleration of vesting for all options granted that date. The Option immediately vests.
- (3) Subject to the earlier termination of employment or acceleration of vesting schedule under certain termination of employee circumstances.
- (4) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan (1997 Plan). The Option immediately vests. 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. 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.