SHEAHAN DENIS K

Form 4

October 27, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * SHEAHAN DENIS K

(First)

(Street)

(State)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

INDEPENDENT BANK CORP [INDB]

3. Date of Earliest Transaction

(Month/Day/Year) 10/25/2011

Director 10% Owner X_ Officer (give title Other (specify

Chief Financial Officer

C/O INDEPENDENT BANK CORP, 288 UNION STREET

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

ROCKLAND, MA 02370

(City)	(State)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securit		equired (A)	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(,	any	Code	(Instr. 3,		` ′	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)		(4)		Owned Following Reported	Direct (D) or Indirect (I)	Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	10/25/2011		M	10,100	A	\$ 20.125	55,956.2463	D	
Common Stock	10/25/2011		F	8,273	D	\$ 24.915	47,993.3355 (1)	D	

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 onDerivative 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
Common Stock (Option Right to Buy)	\$ 20.125	10/25/2011		M/K		10,100	01/02/2003	12/19/2011	Common Stock	10,100

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHEAHAN DENIS K C/O INDEPENDENT BANK CORP 288 UNION STREET ROCKLAND, MA 02370

Chief Financial Officer

Signatures

Jennifer M. Kingston Power of Attorney for Denis K. Sheahan

10/27/2011

Date

**Signature of Reporting Person

ire of Reporting Person

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 include 157.0526 shares acquired through the Company's Dividend Reinvestment Plan since the last Form 4 filing (5/11). Such transactions are exempt from the reporting requirements of Section 16 of the Securities Exchange Act of 1934, as amended
- Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan. 3,367 shares shall first become exercisable on 6/21/02,
- (2) 3,367 shares shall first become exercisable on 1/2/03, and the remaining 3,366 shares shall first become exercisable on 1/2/04 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.

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