

INDEPENDENT BANK CORP  
 Form 4  
 February 23, 2016

**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 \*  
 SULLIVAN MAURICE H JR

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)  
 02/20/2016

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

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 27,730 <sup>(1)</sup>   | D  |  |
| Common Stock                    |                                      |  |                                |   | 453   | I  | Spouse f/b/o Grandchild                    |
| Common Stock                    |                                      |  |                                |   | 3,174   | I  | Spouse                                     |
| Common Stock                    |                                      |  |                                |   | 12,341.78   | I  | ESOP                                       |
| Common Stock                    |                                      |  |                                |   | 14,325 <sup>(1)</sup>   | I  | IRA  |

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

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SEC 1474  
(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)  | \$ 43.28   | 02/20/2016                           |  | A                              | 5,000   | 02/20/2016 <sup>(2)</sup> 02/20/2026                     | Common Stock  |

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SULLIVAN MAURICE H JR<br>C/O INDEPENDENT BANK CORP.<br>288 UNION STREET<br>ROCKLAND, MA 02370 | X             |           |         |       |

**Signatures**

/s/ Sarah E. Hutchings, Power of Attorney for Maurice H. Sullivan, Jr.

02/23/2016

\_\_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) The sale of 2,475 shares reported on 8/19/15 was effected through the reporting person's IRA but was inadvertently reported as a sale of directly held shares. The amounts reported here have been adjusted accordingly.
- (2) Non-Employee Director, Non Qualified Stock Options expire 10 years from grant date unless terminated by reason of cessation as non-employee director, 1,667 options are immediately vested and fully exercisable; 1,667 options shall be vested and fully exercisable on January 2, 2017 and 1,666 options shall be vested and fully exercisable on January 2, 2018.

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