SHEAHAN DENIS K

Form 4 May 24, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

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0.5

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response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * SHEAHAN DENIS K			2. Issuer Name and Ticker or Trading Symbol INDEPENDENT BANK CORP [INDB]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 288 UNION	st) (First) (Middle) NION STREET			3. Date of Earliest Transaction (Month/Day/Year) 05/21/2011					Director 10% Owner Other (specify below)			
ROCKLAN	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 Person						
(City)	(State)	(Zip)	Tab	le I - Non-I) erivative	Secu	rities A <i>cc</i>	quired, Disposed o	f. or Beneficial	lly Owned		
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year) Execution I any (Month/Day		ned 3. 4. S n Date, if Transaction(A) Code (Ins			cquired d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership	7. Nature of Indirect brm: Direct Beneficial O) or Ownership direct (I) (Instr. 4)		
Common Stock	05/21/2011			F	787	D	\$ 29.03 (1)	45,856.2463 (2)	D			
Common Stock								441.5692	I	by Daughter (3)		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

878.9132

Ι

by Sons (4)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	ay/Year) Execution Date, if Transac		onNumber	Expiration Date		Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date				
									Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

SHEAHAN DENIS K 288 UNION STREET ROCKLAND, MA 02370

Chief Financial Officer

Signatures

Jennifer M. Kingston, Power of Attorney

05/24/2011

**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) Price stated is the FMV as of May 20, 2011. FMV is calculated in accordance with the terms of the Restricted Stock Agreement.
- Total holdings include 123.1189 shares acquired in filer's Agency account joint with spouse through the Company's Dividend Reinvestment Plan and a reduction of 274.29 shares held in filer's 401 (k) resulting from forfeiture of shares purchased with excess deferrals since the last Form 4 filing (2/11). Such transactions are exempt from the reporting requirements of Section 16 of the Securities Exchange Act of 1934.
- Shares held in Filer's name f/b/o daughter. Holdings include 3.1942 shares received pursuant to the Company's Dividend Reinvestment Plan since the last Form 4 filing (2/11). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended. The filing of this statement should not be construed as an admission that the undersigned is, for purposes of Section 16 of the Securities and Exchange Act, the beneficial owner of such securities.
- (4) Shares held in Filer's name f/b/o sons. Holdings include 6.3582 shares received pursuant to the Company's Dividend Reinvestment Plan since the last Form 4 filing (2/11). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended. The filing of this statement should not be construed as an admission that the undersigned is, for

Reporting Owners 2

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purposes of Section 16 of the Securities and Exchange Act, the beneficial owner of such securities.

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.