

Nadeau Gerard F
 Form 4
 February 05, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Nadeau Gerard F

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)
 02/02/2018

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/02/2018 | | M | V Amount (A) or (D) Price \$ 28.27 | 32,206.299 (1) | D | |
| Common Stock | 02/02/2018 | | F | V Amount (A) or (D) Price \$ 71.325 | 23,748.299 | D | |
| Common Stock | | | | | 212.873 | I | by Son (2) |
| Common Stock | | | | | 211.013 | I | by Daughter (3) |

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| NQ Stock Option (Right to Buy) | \$ 28.27 | 02/02/2018 | | M | 15,000 | 02/14/2013 ⁽⁴⁾ 02/14/2018 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nadeau Gerard F C/O INDEPENDENT BANK CORP. 288 UNION STREET ROCKLAND, MA 02370 | X | | Executive Vice President | |

Signatures

/s/ Maureen Gaffney, Power of Attorney for Gerard F.

Nadeau

02/05/2018

__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).

Holdings include 10.4170 shares acquired as a result of participation in the Independent Bank Corp. 2014 Dividend Reinvestment and

(1) Stock Purchase Plan since the last Form 4 filing (8/1/17). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended.

(2) Shares held in Filer's name f/b/o son. Holdings include 1.9079 shares received pursuant to the Independent Bank Corp. 2014 Dividend Reinvestment and Stock Purchase Plan since the last Form 4 filing (8/1/17). Such transactions are exempt from the reporting requirements of Section 16 of the Securities Exchange Act of 1934, as amended. The filing of this statement should not be construed as an admission

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that the undersigned is, for purposes of Section 16 of the Exchange Act, the beneficial owner of such securities.

Shares held in Filer's name f/b/o daughter. Holdings include 1.8913 shares received pursuant to the Independent Bank Corp. 2014

- (3) Dividend Reinvestment and Stock Purchase Plan since the last Form 4 filing (8/1/17). 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 Exchange Act, the beneficial owner of such securities.
- (4) Granted under the Independent Bank Corp. 2005 Employee Stock Option Plan (2005 Plan). Options vest in equal installments of 3,000 shares over a five-year period beginning on 2/14/09 and thereafter on each successive anniversary date (2/14/10-2/14/13).

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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