

INDEPENDENT BANK CORP

Form 4

April 27, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SGARZI RICHARD H

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)
04/26/2005

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

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					136,946.181	D	

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
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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)**

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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 Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V	(A)	(D)		
Non-Qualified Stock Option (right to buy)	\$ 27.16	04/26/2005		A	1,000	10/26/2005 ⁽¹⁾	04/25/2015	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 8					10/17/1996 ⁽¹⁾	04/16/2006	Common Stock	5
Non-Qualified Stock Option (right to buy)	\$ 10.25					10/14/1997 ⁽¹⁾	04/15/2007	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 11.5					10/18/2000 ⁽¹⁾	04/18/2010	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 13.375					10/13/1999 ⁽¹⁾	04/13/2009	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 15.1					10/17/2001 ⁽¹⁾	04/17/2011	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 19.25					10/14/1998 ⁽¹⁾	04/14/2008	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 20.325					10/15/2003 ⁽¹⁾	04/15/2013	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 27.105					10/16/2002 ⁽¹⁾	04/16/2012	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 27.685					10/27/2004 ⁽¹⁾	04/27/2014	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SGARZI RICHARD H 288 UNION STREET ROCKLAND, MA 02370	X

Signatures

By: Jennifer M. Kingston, Power of Attorney For: Richard H. Sgarzi

04/27/2005

__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) Non-Employee Director Derivative Securities, Non-Qualified Common Stock Options expire 10 years from the grant date unless earlier terminated by reason of cessation as non-employee director.

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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