

INDEPENDENT BANK CORP
Form 4
April 27, 2005

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 ROBERT D

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)
04/26/2005

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) | 11,022.7356 (1) | D | |
| Common Stock | | | | | 5,315.4759 (2) | I | Shrs. held in broker name by Sullivan Companies Retirement Trust |
| Common Stock | | | | | 1,455 (3) | I | by Trust |

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| | | | |
|--------------|----------------------|---|----------|
| Common Stock | 6,356 ⁽⁴⁾ | I | by Trust |
| Common Stock | 4,225 ⁽⁵⁾ | I | by Trust |

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 number. 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 27.16 | 04/26/2005 | | A | 1,000 | 10/26/2005 | 04/25/2015 ⁽⁶⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SULLIVAN ROBERT D C/O INDEPENDENT BANK CORP 288 UNION STREET ROCKLAND, MA 02370 | X | | | |

Signatures

Linda M. Campion, Power of Attorney for Robert D.Sullivan 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) Total holdings include 4.5567 shares received pursuant to the Independent Bank Corp.'s Dividend Reinvestment Plan since the last Form 4 filing (2/05). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended. Total holdings also include 8,008 shares held i/n/o Chrystine M. Sullivan Revocable Trust dated 2/3/90 on which Mr. Sullivan is a Trustee and Beneficiary.

(2) Total holdings include 27.3618 shrs. received pursuant to the Independent Bank Corp.'s Dividend Reinvestment Plan since the last Form 4 filing (2/05). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended.

(3) Shrs. held i/n/o Mary Sullivan Trust dtd. 3/29/83. Filer is a Trustee of Trust. The filing of this statement should not be construed as an admission that the Filer is, for purposes of Section 16 of the Securities Exchange Act, the beneficial owner of such securities.

(4) Shrs. held i/n/o Special Marital Trust of R. J. Sullivan. Filer is a Trustee of Trust. The filing of this statement should not be construed as an admission that the Filer is, for purposes of Section 16 of the Securities Exchange Act, the beneficial owner of such securities.

(5) Shrs. held i/n/o Joseph Sullivn Irrevocable Trust. Filer is a Trustee of Trust. The filing of this statement should not be construed as an admission that the Filer is, for purposes of Section 16 of the Securities Exchange Act, the beneficial owner of such securities.

(6) Non-Employee Director, Non-Qualified Stock Options expire 10 years from the grant date unless 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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