

Jensen Barry H
Form 4
March 01, 2013

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 *
Jensen Barry 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)
02/27/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Principal Accounting Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/27/2013 | | S | | 798 D \$ 31.3072 | D | |
| Common Stock | 02/27/2013 | | S | | 353 D \$ 31.2692 | D | |
| Common Stock | 02/27/2013 | | S | | 2,549 D \$ 31.2 | D | |
| Common Stock | 02/27/2013 | | M | | 3,538 A \$ 30.14 | D | |
| Common Stock | 02/27/2013 | | M | | 162 A \$ 30.14 | D | |

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| | | | | | | | | |
|--------------|------------|---|-----|---|------------------|--------------------|---|-----------|
| Common Stock | 02/27/2013 | F | 242 | D | \$ 31.365 (1) | 11,312.8013 (2) | D | |
| Common Stock | | | | | | 7,326.292 | I | by Spouse |

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

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(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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| ISO - Stock Option (Right to Buy) | \$ 30.14 | 02/27/2013 | | M | 3,538 | 01/02/2006 ⁽³⁾ 12/11/2013 | Common Stock | 3,538 | |
| NQ - Stock Option (Right to Buy) | \$ 30.14 | | | | | 06/11/2004 ⁽³⁾ 12/11/2013 | Common Stock | 162 | |
| NQ - Stock Option (Right to Buy) | \$ 30.14 | 02/27/2013 | | M | 162 | 06/11/2004 ⁽³⁾ 12/11/2013 | Common Stock | 162 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Jensen Barry H
288 UNION STREET
ROCKLAND, MA 02370

Principal
Accounting
Officer

Signatures

Jennifer M. Kingston, Power of
Attorney

03/01/2013

__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 February 25, 2013. FMV is calculated in accordance with the terms of the Restricted Stock Agreement.
- (2) Total holdings include 2.3013 shares acquired by filer since the last Form 4 filing (2/13). Such transactions are exempt from the reporting requirements of Section 16 of the Securities Exchange Act of 1934.
- (3) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan (1997 Plan). Shares became exercisable on 6/11/04, subject to the earlier termination of employment or acceleration of vesting schedule under certain termination of employee circumstances.

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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