

FUERSCHBACH RAYMOND G
 Form 4
 February 21, 2012

FORM 4

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

OMB APPROVAL

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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 *
 FUERSCHBACH RAYMOND G

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)
 02/16/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

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 | (A) or (D) | Price |
| Common Stock | 02/16/2012 | | S | | 1,287 | D | \$ 27.831 |
| Common Stock | 02/16/2012 | | S | | 800 | D | \$ 27.844 |
| Common Stock | 02/16/2012 | | S | | 400 | D | \$ 27.87 |
| Common Stock | 02/16/2012 | | S | | 300 | D | \$ 27.911 |
| Common Stock | 02/16/2012 | | S | | 200 | D | \$ 27.94 |

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| | | | | | | | |
|--------------|------------|---|-----------------------------|---|------------------------------------|-----------------------|---|
| Common Stock | 02/16/2012 | S | 100 | D | \$ 27.99 | 17,189 | D |
| Common Stock | 02/16/2012 | S | 500 | D | \$ 28 | 16,689 | D |
| Common Stock | 02/16/2012 | S | 213 | D | \$ 28.02 | 16,476 | D |
| Common Stock | 02/16/2012 | A | <u>3,800</u> ⁽¹⁾ | A | \$ 0 | 20,276 | D |
| Common Stock | 02/17/2012 | F | 151 | D | \$ <u>28.275</u> ⁽²⁾ | 20,125 | D |
| Common Stock | 02/17/2012 | M | 2,695 | A | \$ 23.47 | 22,820 | D |
| Common Stock | 02/17/2012 | M | 1,105 | A | \$ 23.47 | 23,925 ⁽³⁾ | 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 number.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| ISO - Stock Option (Right to Buy) | \$ 23.47 | 02/17/2012 | | M | 2,695 | 01/02/2005 ⁽⁴⁾ | 12/19/2012 | Common Stock | 2,695 |
| NQ - Stock Option (Right to | \$ 23.47 | 02/20/2012 | | M | 1,105 | 06/20/2003 ⁽⁵⁾ | 12/19/2012 | Common Stock | 1,105 |

Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FUERSCHBACH RAYMOND G 288 UNION STREET ROCKLAND, MA 02370 | | | Senior Vice President | |

Signatures

Jennifer M. Kingston, Power of Attorney 02/21/2012

__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) Independent Bank Corp. awarded restricted stock to reporting person.
- (2) Price stated is the FMV as of February 17, 2012. FMV is calculated in accordance with the terms of the Restricted Stock Agreement.
- (3) Total holdings also reflects the transfer of Independent Bank Corp. [Common Stock] pursuant to a domestic relations order, which transfer was exempt pursuant to Rule 16a-12 since the last Form 4 filing (5/11).
Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan (1997 Plan). 826 shares became exercisable on 6/20/03, 2,031 shares became exercisable on 1/2/04, and the remaining 2,533 shares became exercisable on 1/2/05, subject to the earlier termination of employment or acceleration of vesting schedule under certain termination of employee circumstances.
- (5) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan (1997 Plan). 1,708 shares became exercisable on 6/20/03 and the remaining 502 shares became exercisable on 1/2/04, 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. 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.