

INDEPENDENT BANK CORP  
Form 4  
February 24, 2015

**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 MAURICE H JR

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)  
02/20/2015

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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/20/2015		A		26,930	A	(1) (2) 26,930	D
Common Stock	02/20/2015		A		19,275	A	(2) (3) 19,275 (4)	I IRA
Common Stock	02/20/2015		A		3,174	A	(2) (5) 3,174 (4)	I Spouse
Common Stock	02/20/2015		A		453	A	(2) (6) 453 (4)	I Spouse f/b/o Grandchild
Common Stock	02/20/2015		A		4,015	A	(2) (7) 4,015 (4)	I ESOP

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable      Expiration Date	Title      Amount or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN MAURICE H JR C/O INDEPENDENT BANK CORP. 288 UNION STREET ROCKLAND, MA 02370	X			

## Signatures

Sarah E. Hutchings, Power of Attorney for Maurice H. Sullivan, Jr.

02/24/2015

\*\*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) Shares issued in exchange for 48,762 shares of People's Federal Bancshares, Inc. common stock in connection with the merger of People's Federal Bancshares, Inc. with and into Independent Bank Corp.
  - (2) On the last trading day prior to the effective date of the merger, the closing price of People's Federal Bancshares, Inc.'s common stock was \$21.72 per share, and the closing price of Independent Bank Corp's common stock was \$41.81 per share.
  - (3) Shares issued in exchange for 34,900 shares of People's Federal Bancshares, Inc. common stock in connection with the merger of People's Federal Bancshares, Inc. with and into Independent Bank Corp.

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- (4) The filing of this statement should not be construed as an admission that the undersigned is, for purposes of the Exchange Act, the beneficial owner of such securities.
- (5) Shares issued in exchange for 5,748 shares of People's Federal Bancshares, Inc. common stock in connection with the merger of People's Federal Bancshares, Inc. with and into Independent Bank Corp.
- (6) Shares issued in exchange for 821 shares of People's Federal Bancshares, Inc. common stock in connection with the merger of People's Federal Bancshares, Inc. with and into Independent Bank Corp.
- (7) Shares issued in exchange for 7,270 shares of People's Federal Bancshares, Inc. common stock in connection with the merger of People's Federal Bancshares, Inc. with and into Independent Bank Corp.

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.