

INDEPENDENT BANK CORP  
 Form 4/A  
 December 23, 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 \*  
 Nadeau Gerard F

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)  
 C/O INDEPENDENT BANK  
 CORP., 288 UNION STREET  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/04/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

ROCKLAND, MA 02370

4. If Amendment, Date Original Filed(Month/Day/Year)  
 12/05/2013

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 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 |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-----------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-----------|---|--|

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| Security (Instr. 3)                       | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4)  |                  |                 |              |                            |  |
|---|--|----------------------|-----------------|--|------------------|-------------------|------------------|-----------------|--------------|----------------------------|--|
|   |  |                      | Code            | V  | (A)              | (D)               | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |  |
| Non-Qualified Stock Option (Right to Buy) | \$ 30.14                                 | 12/04/2013           | M               |  |                  | 192<br><u>(1)</u> | 06/11/2004       | 12/11/2013      | Common Stock | 192                        |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Nadeau Gerard F<br>C/O INDEPENDENT BANK CORP.<br>288 UNION STREET<br>ROCKLAND, MA 02370 |               |           | Executive Vice President |       |

## Signatures

Linda M. Campion, Power of Attorney, Gerard F. Nadeau  
 12/23/2013

\*\*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) Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan. All options fully vested a/o 6/11/04, subject to the earlier termination of employment or acceleration of vesting schedule under certain termination of employee circumstances.
- (2) Due to an inadvertent typographical error, the original Form 4 filing, filed on December 5, 2013, incorrectly stated the number of derivative securities beneficially owned.

### Remarks:

This second amendment is being filed because the date on the first Form 4A filed on December 23, 2013, incorrectly stated the

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.