

SULLIVAN ROBERT D
 Form 4
 February 03, 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)
 C/O INDEPENDENT BANK
 CORP, 288 UNION STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/02/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 11,018.179 (1) | D | |
| Common Stock | 02/02/2005 | | S | 1,157 D | \$ 29.95 7,094.556 | I | By Trust (2) |
| Common Stock | 02/02/2005 | | S | 200 D | \$ 29.88 6,894.556 | I | By Trust (2) |
| Common Stock | 02/02/2005 | | S | 100 D | \$ 29.87 6,794.556 | I | by Trust (2) |
| Common Stock | 02/02/2005 | | S | 200 D | \$ 29.9 6,594.556 | I | By Trust (2) |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|------------------------------|---|--|
| Common Stock | 02/02/2005 | S | 1,000 | D | \$ 29.83 | 5,594.556 | I | By Trust ⁽²⁾ |
| Common Stock | 02/02/2005 | S | 200 | D | \$ 29.87 | 5,394.556 | I | By Trust ⁽²⁾ |
| Common Stock | 02/02/2005 | S | 99 | D | \$ 29.67 | 5,295.556 | I | by Trust ⁽²⁾ |
| Common Stock | 02/02/2005 | S | 44 | D | \$ 29.65 | 5,251.556 | I | By Trust ⁽²⁾ |
| Common Stock | | | | | | 5,288.1141 ⁽³⁾ | I | By Trust ⁽²⁾ |
| Common Stock | | | | | | 1,455 | I | Mary Sullivan Trust DTD. 3/29/83. Filer is a Trustee of Trust ⁽⁴⁾ |
| Common Stock | | | | | | 6,356 | I | Special Marital Trust of R.J. Sullivan. Filer is a Trustee of Trust ⁽⁴⁾ |
| Common Stock | | | | | | 4,225 | I | Joseph Sullivan Irrevocable Trust. Filer is a Trustee of Trust ⁽⁴⁾ |

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 | 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. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

of (D)
(Instr. 3,
4, and 5)

(Instr

| 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 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 | 02/03/2005 |
| **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 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. Reflected in total holdings as well is 3.9321 shares received pursuant to the Company's Dividend Reinvestment Plan since the last Form 4 filing (11/04). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended.
 - (2) Shares held *i/n/o* broker *f/b/o* Sullivan Companies Retirement Trust UDT 8/1/74. The Filer is a Trustee of this Trust. The filing of this statement should not be construed as an admission that the undersigned is, for purposes of Section 16 of the Securities and Exchange Act, the beneficial owner of such securities.
 - (3) Total holdings reflect 36.5581 shares received through the Company's Dividend Reinvestment Plan since the last Form 4 filing (11/04). Such transactions are exempt from the reporting requirements of Section 16 of the Securities and Exchange Act of 1934, as amended.
 - (4) The filing of this statement should not be construed as an admission that the undersigned is, for purposes of Section 16 of the Securities Exchange Act, the beneficial owner of such securities.

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.