

JANKOWSKI EDWARD F
 Form 4
 October 27, 2011

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 *
 JANKOWSKI EDWARD 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)
 288 UNION STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/25/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Technology & Ops Officer

ROCKLAND, MA 02370
 (City) (State) (Zip)

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

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	10/25/2011		M		6,300 A \$ 20.125	21,441.1667	D
Common Stock	10/25/2011		S		2,250 D \$ 25	19,221.9924	D
Common Stock	10/25/2011		S		600 D \$ 24.73	18,621.9924	D
Common Stock	10/25/2011		S		100 D \$ 24.74	18,521.9924	D
Common Stock	10/25/2011		S		100 D \$ 24.75	18,421.9924	D

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Common Stock	10/25/2011		S	100	D	\$ 24.76	18,321.9924	D
Common Stock	10/25/2011		S	309	D	\$ 24.77	18,012.9924	D
Common Stock	10/25/2011		S	100	D	\$ 24.78	17,912.9924	D
Common Stock	10/25/2011		S	209	D	\$ 24.79	17,703.9924	D
Common Stock	10/25/2011		S	109	D	\$ 24.8	17,594.9924	D
Common Stock	10/25/2011		S	1,905	D	\$ 24.84	15,689.9924	D
Common Stock	10/25/2011		S	100	D	\$ 24.85	15,589.9924	D
Common Stock	10/25/2011		S	9	D	\$ 24.9	15,580.9924	D
Common Stock	10/25/2011		S	9	D	\$ 24.92	15,571.9924	D
Common Stock	10/25/2011		S	200	D	\$ 24.97	15,371.9924	D
Common Stock	10/25/2011		S	200	D	\$ 24.99	15,171.9924	D
Common Stock	10/26/2011		J	1,000	D	\$ 25.2426	14,171.9924	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

								Shares
ISO - Stock Option (Right to Buy)	\$ 20.125	10/25/2011	M	6,300	01/02/2004 ⁽²⁾	12/19/2011	Common Stock	6,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JANKOWSKI EDWARD F 288 UNION STREET ROCKLAND, MA 02370			Chief Technology & Ops Officer	

Signatures

Jennifer M. Kingston, Power of Attorney

 **Signature of Reporting Person

10/27/2011

 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 57,5035 shares acquired by filer through the Company's Dividend Reinvestment Plan since the last Form 4 filing (5/11). Such transactions are exempt from the reporting requirements of Section 16 of the Securities Exchange Act of 1934.
 - Granted under the Independent Bank Corp. 1997 Employee Stock Option Plan (1997 Plan). 2,100 shares became exercisable on 6/21/02,
- (2) 2,100 shares became exercisable on 1/2/03 and the remaining 2,100 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.