

ODDLEIFSON CHRISTOPHER
Form 4
January 30, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
ODDLEIFSON CHRISTOPHER

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)
01/29/2019

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

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------------------|--------|---|--|---|--------------|
| | | | | Code | V | Amount | | | | (A) or (D) |
| Common Stock | 01/28/2019 | | G | V | 1,050 | D | \$ 0 | 87,567 | D | |
| Common Stock | 01/28/2019 | | G | V | 350 ⁽¹⁾ | A | \$ 0 | 350 | I | by Trust I |
| Common Stock | 01/28/2019 | | G | V | 350 ⁽¹⁾ | A | \$ 0 | 350 | I | by Trust II |
| Common Stock | 01/28/2019 | | G | V | 350 ⁽¹⁾ | A | \$ 0 | 350 | I | by Trust III |
| Common Stock | 01/29/2019 | | S | | 350 | D | \$ 0 | 0 | I | by Trust I |

79.2082

| | | | | | | | | |
|--------------|------------|---|-----|---|---------|---|---|--------------|
| Common Stock | 01/29/2019 | S | 350 | D | 79.2082 | 0 | I | by Trust II |
| | | | | | (2) | | | |
| | | | | | \$ | | | |
| Common Stock | 01/29/2019 | S | 350 | D | 79.2082 | 0 | I | by Trust III |
| | | | | | (2) | | | |
| | | | | | \$ | | | |

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 Beneficially Owned Following Reported Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ODDLEIFSON CHRISTOPHER C/O INDEPENDENT BANK CORP. 288 UNION STREET ROCKLAND, MA 02370 | X | | CEO | |

Signatures

/s/ Maureen Gaffney, Power of Attorney for Christopher Oddleifson

01/30/2019

__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) Mr. Oddleifson made three gifts of 350 shares each for the benefit of his three children. As Mr. Oddleifson's wife is the Trustee of these trusts and the trusts are for the benefit of members of his immediate family, this form reflects the gifted shares as being transferred from direct ownership to indirect ownership. Mr. Oddleifson disclaims beneficial ownership of these securities and the filing of this report is not an admission that he is the beneficial owner of these securities for purposes of Section 16, or any other purpose.

(2) This price represents the weighted average purchase price of stock sales that were executed at prices ranging from \$79.07 through \$79.27 per share. The reporting person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares purchased at each separate price.

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.