

INDEPENDENT BANK CORP  
Form 8-K  
February 22, 2012

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 8-K

### Current Report

Pursuant to Section 13 or 15 (d) of The  
Securities and Exchange Act of 1934

**DATE OF REPORT:**

February 16, 2012

**(Date of Earliest Event Reported)**

## MASSACHUSETTS

**(State or Other Jurisdiction of Incorporation)**

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File Number)

Identification No.)

**INDEPENDENT BANK CORP.**

**Office Address: 2036 Washington Street, Hanover Massachusetts 02339**

**Mailing Address: 288 Union Street, Rockland, Massachusetts 02370**

(Address of Principal Executive Offices) (Zip Code)

**NOT APPLICABLE**

(Former Address of Principal Executive Offices)

(Zip Code)

**781-878-6100**

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.****Restricted Stock Awards**

On February 16, 2012 the Board of Directors of Independent Bank Corp. (the Company) made restricted stock awards of the Company's common stock pursuant to the Independent Bank Corp. Amended and Restated 2005 Employee Stock Option Plan (the 2005 Plan) to the principal executive officer, the principal financial officer, and other named executive officers of the Company and/or its wholly-owned bank subsidiary Rockland Trust Company (Rockland Trust), as follows:

<b>Name / Position</b>	<b>Shares Subject to Restricted Stock Award</b>
Christopher Oddleifson, President and Chief Executive Officer of the Company and of Rockland Trust	18,500
Jane L. Lundquist, Executive Vice President of Rockland Trust	6,400
Gerard F. Nadeau, Executive Vice President of Rockland Trust	6,400
Edward H. Seksay, General Counsel of the Company and of Rockland Trust	3,800
Denis K. Sheahan, Chief Financial Officer of the Company and of Rockland Trust	6,400

The restricted stock awards vest over a five-year period, with one-fifth (20%) vesting in equal annual increments over the five year period from the date of grant (*i.e.*, one-fifth vesting on each of February 16, 2013, February 16, 2014, February 16, 2015, February 16, 2016, and February 16, 2017).

The 2005 Plan is incorporated by reference to the Company's Definitive Proxy Statement for the 2011 Annual Meeting of Stockholders which was filed with the Securities Exchange Commission on April 5, 2011. The forms of Restricted Stock Agreement used for these awards are incorporated by reference to the Company's Form 8-K which was filed with the Securities Exchange Commission on May 27, 2009.

**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned and hereunto duly authorized.

**INDEPENDENT BANK CORP.**

**DATE: February 22, 2012** /s/ **Denis K. Sheahan**  
DENIS K. SHEAHAN  
CHIEF FINANCIAL OFFICER