

INDEPENDENT BANK CORP

Form 8-K

December 15, 2004

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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:

December 9, 2004
(Date of Earliest Event Reported)

MASSACHUSETTS

(State or Other Jurisdiction of Incorporation)

1-9047
(Commission File Number)

04-2870273
(I.R.S. Employer Identification
No.)

INDEPENDENT BANK CORP.

288 UNION ST., ROCKLAND, MA
(Address of Principal Executive Offices)

02370
(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):

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

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SIGNATURE

Ex-99.1 Independent Bank Corp. Stock Option Agreement

Ex-99.2 Independent Bank Corp. Stock Option Agreement

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On December 9, 2004 Independent Bank Corp. (the Company) awarded options to acquire shares of the Company's Common Stock pursuant to the Independent Bank Corp. 1997 Employee Stock Option Plan (the Plan), at a strike price of \$34.18, to the Executive Officers of the Company and/or the Company's wholly-owned subsidiary Rockland Trust Company (Rockland Trust), as follows:

<u>Executive Officer</u>	<u>Position</u>	<u># Shares Subject To Option</u>
Christopher Oddleifson	President and Chief Executive Officer of the Company and of Rockland Trust	31,000
Raymond G. Fuerschbach	Senior Vice President, Human Resources, of Rockland Trust	7,500
Amy A. Geogan	Managing Director (Business Banking) of Rockland Trust	10,000
Edward F. Jankowski	Chief Technology and Operations Officer of Rockland Trust	7,500
Ferdinand T. Kelley	Executive Vice President (Commercial Lending Division and Investment Management Group) of Rockland Trust	12,000
Jane L. Lundquist	Executive Vice President (Director of Retail Banking and Corporate Marketing) of Rockland Trust	12,000
Anthony A. Paciulli	Managing Director (Residential Mortgage) of Rockland Trust	10,000
Edward H. Seksay	General Counsel of the Company and of Rockland Trust	7,500
Denis K. Sheahan	Chief Financial Officer of the Company and of Rockland Trust	12,000

The Plan is incorporated by reference to the Company's Definitive Proxy Statement for the 1997 Annual Meeting of Stockholders which was filed with Securities Exchange Commission on March 20, 1997.

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The form of Option Agreement that will be used for Mr. Oddleifson, Mr. Fuerschbach, Ms. Lundquist, Mr. Jankowski, Mr. Kelley, Mr. Seksay, and Mr. Sheahan is attached hereto as Exhibit 99.1.

The form of Option Agreement that will be used for Ms. Geogan and Mr. Paciulli is attached hereto as Exhibit 99.2

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ITEM 8.01 OTHER EVENTS

See Item 1.01 above.

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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: December 15, 2004

BY:/s/ Edward H. Seksay

**EDWARD H. SEKSAY
GENERAL COUNSEL**