

LAKELAND FINANCIAL CORP  
 Form 4  
 February 08, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 FINDLAY DAVID M

2. Issuer Name and Ticker or Trading Symbol  
 LAKELAND FINANCIAL CORP  
 [LKFN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 2828 E. PRESTWICK RD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/01/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President & CFO

WINNIE LAKE, IN 46590

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/06/2012		M	A	7,848	\$ 0	38,148	D
Common Stock	02/06/2012		M	A	7,920	\$ 0	46,068	D
Common Stock	02/06/2012		S	D	4,822	\$ 26.0757	41,246	D
Common Stock	02/07/2012		S	D	1,578	\$ 25.818	39,668	D
Common Stock							6,865	I
								401(k) Plan

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Common Stock 2,000 I By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units <sup>(3)</sup>	\$ 0 <sup>(1)</sup>	01/01/2012		A	8,000	02/01/2015 02/01/2015 <sup>(2)</sup>	Common Stock 8,000
Restricted Stock Units	\$ 0 <sup>(1)</sup>	02/06/2012		M	7,848	02/05/2012 02/05/2012 <sup>(2)</sup>	Common Stock 7,848
Restricted Stock Units <sup>(3)</sup>	\$ 0	02/06/2012		M	7,920	03/15/2012 03/15/2012 <sup>(2)</sup>	Common Stock 7,920
Restricted Stock Units <sup>(3)</sup>	\$ 0 <sup>(1)</sup>					02/01/2013 02/01/2013 <sup>(2)</sup>	Common Stock 6,000
Restricted Stock Units <sup>(3)</sup>	\$ 0 <sup>(1)</sup>					02/01/2014 02/01/2014 <sup>(2)</sup>	Common Stock 8,000
Stock Options (Right to Buy)	\$ 17.185					12/09/2008 12/09/2013	Common Stock 10,000
Stock Options (Right to Buy)	\$ 24.05					05/14/2013 05/14/2018	Common Stock 10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FINDLAY DAVID M 2828 E. PRESTWICK RD WINNIE LAKE, IN 46590			President & CFO	

## Signatures

Teresa A. Bartman,  
Attorney-in-Fact

02/08/2012

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) Each Restricted Stock Unit exercises into 1 share of Common Stock.
  - (2) Restricted Stock Unit awards are a conditional promise to transfer a share at a specific future date and do not have an expiration date.
  - (3) The Restricted Stock Units are subject to forfeiture based on corporate performance criteria.
  - (4) Shares adjusted due to performance criteria.

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