

SEACOAST BANKING CORP OF FLORIDA
 Form 4
 April 05, 2017

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 *
CROSS CHARLES K JR.

2. Issuer Name and Ticker or Trading Symbol
SEACOAST BANKING CORP OF FLORIDA [SBCF]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
SEACOAST BANKING CORPORATION OF FLORIDA, P. O. BOX 9012
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/03/2017

____ Director
 ____ Officer (give title below) Other (specify below)
EVP of subsidiary

STUART, FL 34995
 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 04/03/2017 | | A | 8,782 | A \$ 23.91 | 8,782 | D ⁽¹⁾ |
| Common Stock | | | | | | 17,869 | D ⁽²⁾ |
| Common Stock | | | | | | 976 | D ⁽³⁾ |
| Common Stock | | | | | | 9,484 | D |

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Right to Buy ⁽⁴⁾ | \$ 23.91 | 04/03/2017 | | A | 24,738 | ⁽⁵⁾ | 04/03/2027 | Common Stock | 24,738 |
| Common Stock Right to Buy ⁽⁴⁾ | \$ 14.82 | | | | | ⁽⁶⁾ | 02/28/2024 | Common Stock | 24,560 |
| Common Stock Right to Buy ⁽⁴⁾ | \$ 12.63 | | | | | ⁽⁷⁾ | 01/29/2023 | Common Stock | 9,870 |
| Common Stock Right to Buy ⁽⁴⁾ | \$ 10.54 | | | | | 04/29/2015 ⁽⁸⁾ | 04/29/2024 | Common Stock | 25,000 |
| Common Stock Right to Buy ⁽⁴⁾ | \$ 11 | | | | | 06/28/2014 ⁽⁹⁾ | 06/28/2023 | Common Stock | 2,400 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CROSS CHARLES K JR.
SEACOAST BANKING CORPORATION OF FLORIDA

EVP of subsidiary

P. O. BOX 9012
STUART, FL 34995

Signatures

/s/ Dennis S. Hudson, III as Power of Attorney for Charles K.
Cross, Jr.

04/05/2017

**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) Represents shares subject to performance-contingent restricted stock units ("RSUs") granted on April 3, 2017. One-third of the shares vest on each of April 3, 2018, 2019 and 2020, provided the recipient remains in continuous service with the Company on each such vesting date and the Company's banking subsidiary meets certain capital requirements.

Represents shares subject to performance-based restricted stock units ("PSUs") granted on June 28, 2013 and on August 1, 2014, that were subject to performance requirements which were attained over a period ending December 31, 2015. One third of the earned shares vested on Dec. 31, 2016. Of the remaining shares, half vest on each of Dec. 31, 2017 and 2018, provided the recipient remains in continuous service with the Company on each such vesting date.
 - (2) Represents an unvested time-based restricted stock award granted on 4/1/2013 under Seacoast's 2000 Long-Term Incentive Plan which shall vest in 25 percent increments beginning on the second anniversary of the date of the grant, and each of three anniversaries thereafter, subject to continued employment.
 - (3) Granted pursuant to the Company's Amended and Restated 2013 Incentive Plan.

Vests over 3 years in one-third increments each anniversary of the date of grant beginning on the first anniversary of the date of grant (the date indicated), subject to continuous employment on each vesting date and the Company's banking subsidiary meets certain capital requirements.
 - (4) Originally had two tiered vesting. Performance criteria was met and time-based vesting began on 12/1/2016. Option vests in equal installments at the end of each month over the next 48 months, provided that Optionee remains in continuous service on each applicable vesting date.
 - (5) Originally had two tiered vesting. Performance criteria was met and time-based vesting began on 7/1/15. Option vests in equal installments at the end of each month over the next 48 months, provided that Optionee remains in continuous service on each applicable vesting date.
 - (6) Vests over 3 years in one-third increments each anniversary of the date of grant beginning on the first anniversary of the date of grant (the date indicated), subject to continuous employment.
 - (7) Vests over 5 years at the rate of 20 percent on the first anniversary of the date of grant (the date indicated) and then at the rate of 20% on each of the following four anniversaries thereafter, subject to continued employment.

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.