

LAKELAND FINANCIAL CORP  
 Form 4  
 February 04, 2008

**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 \*  
 STEININGER DONALD B

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/01/2008

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

6914 WOODCROFT

(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

FORT WAYNE, IN 46804

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |                                   |
| Common Stock                    | 02/01/2008                           |  | M                              | 2,000 A \$ 7.125  | 31,835  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 1,400   | I  | By Spouse                         |

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Stock                              | (1)  |                                      |  |                                |   | 07/26/2005 07/26/2015                                    | Common Stock  | 10                            |
| Phantom Stock                              | (1)  |                                      |  |                                |   | 04/26/2005 04/26/2015                                    | Common Stock  | 12                            |
| Phantom Stock                              | (1)  |                                      |  |                                |   | 07/12/2005 07/12/2015                                    | Common Stock  | 464                           |
| Phantom Stock                              | (1)  |                                      |  |                                |   | (2) (3)  | Common Stock  | 1,610                         |
| Phantom Stock                              | (1)  |                                      |  |                                |   | 10/25/2005 10/25/2005                                    | Common Stock  | 16                            |
| Phantom Stock                              | \$ 0   |                                      |  |                                |   | 07/14/2004 07/14/2014                                    | Common Stock  | 562                           |
| Phantom Stock                              | \$ 0   |                                      |  |                                |   | 07/26/2004 07/26/2014                                    | Common Stock  | 8                             |
| Phantom Stock                              | \$ 0   |                                      |  |                                |   | 04/28/2004 04/28/2014                                    | Common Stock  | 6                             |
| Phantom Stock                              | \$ 0   |                                      |  |                                |   | 07/10/2003 07/10/2013                                    | Common Stock  | 505                           |
| Phantom Stock                              | \$ 0   |                                      |  |                                |   | 01/11/2005 01/11/2015                                    | Common Stock  | 434                           |
| Phantom Stock                              | \$ 0   |                                      |  |                                |   | 10/27/2003 10/27/2013                                    | Common Stock  | 2                             |
| Phantom Stock                              | \$ 0   |                                      |  |                                |   | 10/26/2004 10/26/2014                                    | Common Stock  | 10                            |
| Phantom Stock                              | \$ 0   |                                      |  |                                |   | 01/26/2004 01/26/2014                                    | Common Stock  | 2                             |
| Phantom Stock                              | \$ 0   |                                      |  |                                |   | 01/16/2004 01/16/2014                                    | Common Stock  | 505                           |
|  | \$ 0   |                                      |  |                                |   | 01/26/2005 01/26/2015                                    |   | 8                             |

|                                       |           |            |  |   |       |            |            |                 |       |
|---------------------------------------|-----------|------------|--|---|-------|------------|------------|-----------------|-------|
| Phantom<br>Stock                      |           |            |  |   |       |            |            | Common<br>Stock |       |
| Stock<br>Options<br>(Right to<br>buy) | \$ 17.185 |            |  |   |       | 12/09/2008 | 12/09/2013 | Common<br>Stock | 1,000 |
| Stock<br>Options<br>(Right to<br>buy) | \$ 19.96  |            |  |   |       | 12/11/2012 | 12/11/2017 | Common<br>Stock | 1,000 |
| Stock<br>Options<br>(Right to<br>buy) | \$ 7.125  | 02/01/2008 |  | M | 2,000 | 06/12/2006 | 06/12/2011 | Common<br>Stock | 2,000 |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| STEININGER DONALD B<br>6914 WOODCROFT<br>FORT WAYNE, IN 46804 | X             |           |         |       |

## Signatures

Teresa A. Bartman,  
Attorney-in-Fact

02/04/2008

\_\_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).
- (3) Phantom shares expire after the directors' retirement as a Board member.
- (2) Phantom stock is exercisable after the directors' retirement as a Board member.
- (1) Each phantom stock unit exercises into 1 share of Common Stock.

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.