

LAKELAND FINANCIAL CORP
 Form 4
 May 08, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 LUDWIG ALLAN J

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)

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

55755 COUNTRY RD 27

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

(Street)

BRISTOL, IN 46507

(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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	05/07/2008		M			1,850	A	\$ 14	32,234	D	
Common Stock	05/07/2008		S			1,350	D	\$ 24	30,884	D	
Common Stock	05/07/2008		S			100	D	\$ 24.05	30,784	D	
Common Stock	05/07/2008		S			100	D	\$ 24.06	30,684	D	
Common Stock	05/07/2008		S			100	D	\$ 24.13	30,584	D	

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Common Stock	05/07/2008	S	200	D	\$ 24.14	30,384	D	
Common Stock						4,000	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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Phantom Stock	(1)					04/26/2005 04/26/2015	Common Stock 70
Phantom Stock	(1)					07/12/2005 07/12/2015	Common Stock 464
Phantom Stock	(1)					07/26/2005 07/26/2015	Common Stock 60
Phantom Stock	(1)					10/25/2005 10/25/2005	Common Stock 66
Phantom Stock	\$ 0					07/26/2004 07/26/2014	Common Stock 68
Phantom Stock	\$ 0					01/07/2003 01/07/2013	Common Stock 561
Phantom Stock	\$ 0					01/16/2004 01/16/2014	Common Stock 527
Phantom Stock	\$ 0					01/26/2005 01/26/2015	Common Stock 58
Phantom Stock	\$ 0					07/10/2003 07/10/2013	Common Stock 481
Phantom Stock	\$ 0					01/26/2004 01/26/2014	Common Stock 48

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Phantom Stock	\$ 0				10/27/2003	10/27/2013	Common Stock	51
Phantom Stock	\$ 0				04/28/2003	04/28/2013	Common Stock	63.4
Phantom Stock	\$ 0				01/28/2003	01/28/2013	Common Stock	63.4
Phantom Stock	\$ 0				04/28/2004	04/28/2014	Common Stock	64
Phantom Stock	\$ 0				01/01/2003	01/01/2003	Common Stock	8,224.2
Phantom Stock	\$ 0				07/30/2003	07/30/2013	Common Stock	53
Phantom Stock	\$ 0				07/14/2004	07/14/2014	Common Stock	450
Phantom Stock	\$ 0				10/26/2004	10/26/2014	Common Stock	64
Phantom Stock	\$ 0				01/11/2005	01/11/2015	Common Stock	402
Phantom Stock	<u>0</u>	05/07/2008		A 97	<u>(2)</u>	<u>(3)</u>	Common Stock	97
Stock Options (Right to buy)	\$ 6.75				06/13/2005	06/13/2010	Common Stock	1,000
Stock Options (Right to buy)	\$ 6.8125				01/09/2006	01/09/2011	Common Stock	2,000
Stock Options (Right to buy)	\$ 7.5625				02/08/2005	02/08/2010	Common Stock	1,200
Stock Options (Right to buy)	\$ 9.7188				02/09/2004	02/09/2009	Common Stock	1,150
Stock Options (Right to buy)	\$ 17.185				12/09/2008	12/09/2013	Common Stock	1,000
Stock Options (Right to buy)	\$ 19.96				12/11/2012	12/11/2017	Common Stock	1,000

buy)

Stock

Options (Right to buy)	\$ 14	05/07/2008		M	1,850	05/12/2005	05/10/2008	Common Stock	1,850
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUDWIG ALLAN J 55755 COUNTRY RD 27 BRISTOL, IN 46507	X			

Signatures

Teresa A. Bartman, Attorney-in-Fact	05/08/2008
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**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.