

LAKELAND FINANCIAL CORP
 Form 4
 February 06, 2013

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 *
 DEARDORFF KEVIN L

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)
 3254 W. STATE RD 14
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/04/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

SILVER LAKE, IN 46982

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

(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)	Price		
Common Stock	02/04/2013		M	3,660	A \$ 0	42,529	D
Common Stock	02/04/2013		S	1,455	D \$ 24.74	41,074	D
Common Stock	02/05/2013		S	2,205	D \$ 24.78	38,869	D
Common Stock						0	I 401(k) Plan

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
Restricted Stock Units ⁽¹⁾	\$ 0 ⁽²⁾	02/04/2013		M	3,660	02/01/2013 02/01/2013 ⁽³⁾	Common Stock	3,660 ⁽⁴⁾
Restricted Stock Units ⁽¹⁾	\$ 0 ⁽²⁾					02/01/2015 02/01/2015 ⁽³⁾	Common Stock	4,000
Restricted Stock Units ⁽¹⁾	\$ 0 ⁽²⁾					02/01/2014 02/01/2014 ⁽³⁾	Common Stock	4,000
Restricted Stock Units ⁽¹⁾	\$ 0 ⁽²⁾					02/01/2016 02/01/2016 ⁽³⁾	Common Stock	4,000
Stock Options (Right to Buy)	\$ 24.05					05/14/2013 05/14/2018	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships
DEARDORFF KEVIN L 3254 W. STATE RD 14 SILVER LAKE, IN 46982	Director 10% Owner Officer Executive Vice President

Signatures

Teresa A. Bartman,
Attorney-in-Fact

02/06/2013

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

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.