

LAKELAND FINANCIAL CORP

Form 4

December 12, 2008

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 *
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)
55755 COUNTRY RD 27
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2008

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

BRISTOL, IN 46507

(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	12/10/2008		S	1,148	D \$ 22.1254	29,236	D
Common Stock	12/10/2008		S	652	D \$ 22.26	28,584	D
Common Stock	12/10/2008		S	600	D \$ 22.31	27,984	D
Common Stock	12/10/2008		S	300	D \$ 22.12	27,684	D
Common Stock	12/10/2008		S	300	D \$ 22.3	27,384	D

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Common Stock	12/10/2008	S	200	D	\$ 22.14	27,184	D	
Common Stock	12/10/2008	S	200	D	\$ 22.16	26,984	D	
Common Stock	12/10/2008	S	200	D	\$ 22.32	26,784	D	
Common Stock	12/10/2008	S	100	D	\$ 22.15	26,684	D	
Common Stock	12/10/2008	S	100	D	\$ 22.17	26,584	D	
Common Stock	12/10/2008	S	100	D	\$ 22.2	26,484	D	
Common Stock	12/10/2008	S	100	D	\$ 22.25	26,384	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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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. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(1)					(3)	(2)	Common Stock	15,693
Stock Options (Right to Buy)	\$ 9.7188					02/09/2004	02/09/2009	Common Stock	1,150

Stock Options (Right to Buy)	\$ 7.5625	02/08/2005	02/08/2010	Common Stock	1,200
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)	\$ 24.05	09/09/2008	05/14/2018	Common Stock	1,000
Stock Options (Right to Buy)	\$ 17.185	12/09/2008	12/09/2013	Common Stock	1,000

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

12/12/2008

**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).

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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