

O'Neill Lisa M
 Form 5
 February 14, 2019

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 O'Neill Lisa M

2. Issuer Name and Ticker or Trading Symbol
 LAKELAND FINANCIAL CORP
 [LKFN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP & CFO

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2018

LAKELAND FINANCIAL CORPORATION, P.O. BOX 1387
 (Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting
 (check applicable line)

WARSAW, IN 46581-1387

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	12/31/2018		J ⁽¹⁾	221 A \$ 47.22	16,977	D	
Common Stock	12/31/2018		J ⁽²⁾	379 A \$ 47.22	1,149	I	401(k) Plan

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

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SEC 2270 (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)	Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units ⁽³⁾	\$ 0 ⁽⁴⁾	Â	Â	Â	Â Â	02/01/2019	02/01/2019 ⁽⁵⁾	Common Stock	8,520
Restricted Stock Units ⁽³⁾	\$ 0 ⁽⁴⁾	Â	Â	Â	Â Â	02/01/2020	02/01/2020 ⁽⁵⁾	Common Stock	5,400
Restricted Stock Units ⁽³⁾	\$ 0 ⁽⁴⁾	Â	Â	Â	Â Â	02/01/2021	02/01/2021 ⁽⁵⁾	Common Stock	5,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Neill Lisa M LAKELAND FINANCIAL CORPORATION P.O. BOX 1387 WARSAW, IN 46581-1387	Â	Â	Â EVP & CFO	Â

Signatures

Teresa A. Bartman, Attorney-in-Fact 02/14/2019

**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) Dividend reinvestment for 2018.
- (2) Salary redirection to 401(k) plan for 2018.
- (3) The Restricted Stock Units are subject to forfeiture based on corporate performance criteria.

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(4) Each Restricted Stock Unit exercises into 1 share of Common Stock.

(5) Restricted Stock Unit awards are a conditional promise to transfer a share at a specific future date and do not have an expiration date.

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