#### Edgar Filing: LAKELAND FINANCIAL CORP - Form 4

#### LAKELAND FINANCIAL CORP

Form 4

October 31, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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January 31, 2005

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * NIEMIER CHARLES E			2. Issuer Name Symbol	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
			,	FINANCIAL CORP	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earlies (Month/Day/Yea			10% Ow le Other (sp			
P O BOX 587			10/30/2008		below) below)				
(Street)			4. If Amendment	, Date Original	6. Individual or Joint/Group Filing(Check				
WADGAW	. IN 46501 O	-07	Filed(Month/Day/	Year)	Applicable Line) _X_ Form filed by One Form filed by Mor	1 0			
WARSAW	, IN 46581-05	587			Person		8		
(City)	(State)	(Zip)	Table I - No	on-Derivative Securities Ac	quired, Disposed of, o	or Beneficially C	)wneo		
1.Title of	2. Transaction	Date 2A. Deer	med 3.	4. Securities Acquired	5. Amount of	5. 7.	Natu		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficial	y 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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/30/2008		M	1,000	A	\$ 6.75	55,147.72	D	
Common Stock	10/30/2008		M	1,200	A	\$ 7.5625	56,347.72	D	
Common Stock	10/30/2008		M	1,150	A	\$ 9.7188	57,497.72	D	
Common Stock	10/30/2008		M	2,000	A	\$ 6.8125	59,497.72	D	
Common Stock							4,381	I	By Spouse

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transactic Code (Instr. 8)	Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (E	<b>)</b> )	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 6.75	10/30/2008		M	1,0	000	06/13/2005	06/13/2010	Common Stock	1,000
Stock Options (Right to Buy)	\$ 7.5625	10/30/2008		M	1,2	200	02/08/2005	02/08/2010	Common Stock	1,200
Stock Options (Right to Buy)	\$ 9.7188	10/30/2008		M	1,1	.50	02/09/2004	02/09/2009	Common Stock	1,150
Stock Options (Right to Buy)	\$ 6.8125	10/30/2008		M	2,0	000	01/09/2006	01/09/2011	Common Stock	2,000
Phantom Stock	(1)						(2)	(3)	Common Stock	14,367
Stock Options (Right to Buy)	\$ 17.185						12/09/2008	12/09/2013	Common Stock	1,000
Stock Options (Right to Buy)	\$ 24.05						05/14/2013	05/14/2018	Common Stock	1,000

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

NIEMIER CHARLES E
P O BOX 587

X

WARSAW, IN 46581-0587

## **Signatures**

Teresa A. Bartman, Attorney-in-Fact

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

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