

LAKELAND FINANCIAL CORP
 Form 4/A
 May 09, 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)

3. Date of Earliest Transaction
 (Month/Day/Year)
05/07/2008

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

55755 COUNTRY RD 27

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
05/08/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					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)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(1)					(2)	(3)	Common Stock	3,183
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
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

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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
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
Stock Options (Right to buy)	\$ 14	05/07/2008		M	1,850	05/12/2003 ⁽⁴⁾	05/10/2008	Common Stock	1,850

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

LUDWIG ALLAN J
55755 COUNTRY RD 27 X
BRISTOL, IN 46507

Signatures

Teresa A. Bartman, 05/09/2008
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).
- (4) To correct Exercisable Date inadvertently filed incorrectly on the original Form 4.
- (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.
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