

LAKELAND FINANCIAL CORP

Form 5

February 11, 2008

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 *
 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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

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

Executive Vice president

3254 W. STATE RD 14

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SILVER LAKE, IN 46982

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) Amount | (D) Price | | | |
| Common Stock | 03/06/2007 | Â | M | 1,600 | \$ 12.1875 | 1,600 | D | Â |
| Common Stock | 05/01/2007 | Â | M | 1,600 | \$ 12.1875 | 3,200 | D | Â |
| Common Stock | 05/21/2007 | Â | M | 1,600 | \$ 12.1875 | 6,200 | D | Â |
| Common Stock | 12/31/2007 | Â | J ⁽¹⁾ | 702 | \$ 22.52 | 8,636 | I | 401(k) Plan |

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-------|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to buy) | \$ 6.75 | Â | Â | Â | Â | Â | 06/13/2005 | 06/13/2010 | Common Stock | 3,758 |
| Stock Options (Right to buy) | \$ 6.8125 | Â | Â | Â | Â | Â | 01/09/2006 | 01/09/2011 | Common Stock | 10,000 |
| Stock Options (Right to buy) | \$ 7.0625 | Â | Â | Â | Â | Â | 05/09/2005 | 05/09/2010 | Common Stock | 2,000 |
| Stock Options (Right to buy) | \$ 7.5625 | Â | Â | Â | Â | Â | 02/08/2005 | 02/08/2010 | Common Stock | 8,000 |
| Stock Options (Right to buy) | \$ 9.7188 | Â | Â | Â | Â | Â | 02/09/2004 | 02/09/2009 | Common Stock | 8,000 |
| Stock Options (Right to buy) | \$ 17.185 | Â | Â | Â | Â | Â | 12/09/2008 | 12/09/2013 | Common Stock | 10,000 |
| Stock Options (Right to buy) | \$ 19.96 | Â | Â | Â | Â | Â | 12/11/2012 | 12/11/2017 | Common Stock | 3,000 |
| Stock Options | \$ 12.1875 | 03/06/2007 | Â | M | Â | 1,600 | 04/14/2003 | 04/12/2008 | Common Stock | 1,600 |

(Right to buy)

Stock

Options (Right to buy)

\$ 12.1875 05/01/2007

^

M

^

1,600

04/14/2003

04/12/2008

Common Stock

1,600

Stock

Options (Right to buy)

\$ 12.1875 05/21/2007

^

M

^

1,600

04/14/2003

04/12/2008

Common Stock

1,600

Reporting Owners

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

Signatures

Teresa A. Bartman,
Attorney-in-Fact

02/11/2008

**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) Salary redirection to 401(k) plan for 2007.

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