

LAKELAND FINANCIAL CORP  
 Form 4  
 February 02, 2015

**FORM 4** 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).

**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 \*  
 FINDLAY DAVID 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)  
 President & CEO

(Last) (First) (Middle)  
 2828 E. PRESTWICK RD  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/30/2015

WINNIE LAKE, IN 46590  
 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 01/30/2015                           |  | M                              | 8,960 A \$ 0  | 63,908  | D  |                                   |
| Common Stock                    | 01/30/2015                           |  | F                              | 2,845 D \$ 37.74  | 61,063  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 13,892  | I  | 401(k) Plan                       |
| Common Stock                    |                                      |  |                                |   | 2,000   | I  | By Spouse                         |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units <sup>(1)</sup>      | <u>(2)</u>   | 01/30/2015                           |  | M                              | 8,960   | 02/01/2015 02/01/2015 <sup>(3)</sup>                     | Common Stock  | 8,960 <sup>(4)</sup>       |
| Restricted Stock Units <sup>(1)</sup>      | \$ 0 <sup>(2)</sup>                                    |                                      |  |                                |   | 02/01/2016 02/01/2016 <sup>(3)</sup>                     | Common Stock  | 10,000                     |
| Restricted Stock Units <sup>(1)</sup>      | \$ 0 <sup>(2)</sup>                                    |                                      |  |                                |   | 02/01/2017 02/01/2017 <sup>(3)</sup>                     | Common Stock  | 12,000                     |
| Restricted Stock Units <sup>(1)</sup>      | \$ 0 <sup>(2)</sup>                                    |                                      |  |                                |   | 02/01/2018 02/01/2018 <sup>(3)</sup>                     | Common Stock  | 12,000                     |
| Stock Options (Right to Buy)               | \$ 24.05   |                                      |  |                                |   | 05/14/2013 05/14/2018                                    | Common Stock  | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| FINDLAY DAVID M<br>2828 E. PRESTWICK RD<br>WINNIE LAKE, IN 46590 |               |           | President & CEO |       |

## Signatures

Teresa A. Bartman,  
Attorney-in-Fact

02/02/2015

\_\_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) The Restricted Stock Units are subject to forfeiture based on corporate performance criteria.
- (2) Each Restricted Stock Unit exercises into 1 share of Common Stock.
- (3) Restricted Stock Unit awards are a conditional promise to transfer a share at a specific future date and do not have an expiration date.
- (4) Shares adjusted due to performance criteria.

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.