

LAKELAND BANCORP INC
 Form 4/A
 November 10, 2016

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 *
 MCCLURE STEWART E JR

2. Issuer Name and Ticker or Trading Symbol
 LAKELAND BANCORP INC
 [LBAI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/31/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Reg Pres of Lakeland Bank

C/O LAKELAND BANCORP,
 INC., 250 OAK RIDGE ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/02/2016

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

OAK RIDGE, NJ 07438

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/31/2016 | | M | | 4,847 | A | \$ 9.2 144,802 |
| Common Stock | 10/31/2016 | | M | | 13,188 | A | \$ 5.99 157,990 |
| Common Stock | 10/31/2016 | | M | | 12,560 | A | \$ 7.83 170,550 |
| Common Stock | 10/31/2016 | | M | | 10,048 | A | \$ 6.25 180,598 |
| Common Stock | 10/31/2016 | | S | V | 35,796 | D | \$ 14.2 144,802 ⁽¹⁾ |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy) | \$ 9.2 | 10/31/2016 | | M | 4,847 | 05/31/2013 05/23/2017 | Common Stock | 4,847 |
| Stock Option (right to buy) | \$ 5.99 | 10/31/2016 | | M | 13,188 | 05/31/2013 02/01/2020 | Common Stock | 13,188 |
| Stock Option (right to buy) | \$ 7.83 | 10/31/2016 | | M | 12,560 | 05/31/2013 02/02/2021 | Common Stock | 12,560 |
| Stock Option (right to buy) | \$ 6.25 | 10/31/2016 | | M | 10,048 | 05/31/2013 10/25/2021 | Common Stock | 10,048 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCLURE STEWART E JR C/O LAKELAND BANCORP, INC. 250 OAK RIDGE ROAD OAK RIDGE, NJ 07438 | | | Reg Pres of Lakeland Bank | |

Signatures

Patricia
Backman, POA

11/10/2016

__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).

Includes 28,524 RSU's that have not yet vested. 1,412 shares previously reported as indirect ownership are no longer reportable, as the
(1) beneficial ownership "held by spouse as custodian for children" no longer applies since children are now of legal age and not living with parents.

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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