Evans Daniel F Form 4 May 06, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

OMB APPROVAL

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5. Relationship of Reporting Person(s) to

3235-0287

January 31,

2005

0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

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 *

Evans Daniel	F		Symbol LAKELAND FINANCIAL CORP [LKFN]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	X Director 10% Owner		
			(Month/Day/Vear)	Officer (give title Other (specif		

2. Issuer Name and Ticker or Trading

(Month/Day/Year) below) below) 330 W 62ND 05/05/2011

> (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

INDIANAPOLIS, IN 46260

(City)	(State) (Z	Table	I - Non-De	erivative So	ecurities Aco	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securiti		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	1 and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(1)	Reported		
					(A) or	Transaction(s)		
			Code V	Amount	(D) Price	(Instr. 3 and 4)		
Common			Code 1	7 Hillount	(D) Thee			
Common						500	D	

Stock

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer		7. Title and A	Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	Date	Underlying S	Securities	Derivative
Security	or Exercise		any	Code	of	(Month/Day	/Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e				(Instr. 5)
	Derivative				Securities	S				
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration	m: 1	or	
						Exercisable	Date	Title	Number	
				G 1 W	(A) (D)				of	
				Code V	(A) (D)				Shares	
Phantom								Common		\$
	<u>(1)</u>	05/05/2011		A	3	(3)	(2)		3	
Stock							_	Stock		21.3584

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Evans Daniel F 330 W 62ND INDIANAPOLIS, IN 46260	X						

Signatures

Teresa A. Bartman, Attorney-in-Fact 05/06/2011

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