

LAKELAND FINANCIAL CORP
 Form 4
 November 29, 2012

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 *
KUBACKI MICHAEL 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)
1401 E. NORTH SHORE DR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/27/2012

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

SYRACUSE, IN 46567

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/27/2012		M	10,000 A \$ 0	139,980	D	
Common Stock	11/27/2012		M	10,000 A \$ 0	149,980	D	
Common Stock	11/27/2012		S	10,000 D \$ 24.7538	139,980	D	
Common Stock					23,716	I	401(k) Plan
Common Stock					600	I	As Trustee ⁽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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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 17.185	11/27/2012		M	10,000	12/09/2008 12/09/2013	Common Stock	10,000
Stock Options (Right to Buy)	\$ 17.185	11/27/2012		M	10,000	12/09/2008 12/09/2013	Common Stock	10,000
Restricted Stock Units ⁽²⁾	\$ 0 ⁽³⁾					02/01/2014 02/01/2014 ⁽⁴⁾	Common Stock	12,000
Restricted Stock Units ⁽²⁾	\$ 0 ⁽³⁾					02/01/2015 02/01/2015 ⁽⁴⁾	Common Stock	12,000
Restricted Stock Units ⁽²⁾	\$ 0 ⁽³⁾					02/01/2013 02/01/2013 ⁽⁴⁾	Common Stock	10,000
Stock Options (Right to Buy)	\$ 24.05					05/14/2013 05/14/2018	Common Stock	15,000

Reporting Owners

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

KUBACKI MICHAEL L
1401 E. NORTH SHORE DR X CEO
SYRACUSE, IN 46567

Signatures

Teresa A. Bartman, 11/29/2012
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).

- (1) The reporting person serves as co-trustee over his mother's trust.
- (2) The Restricted Stock Units are subject to forfeiture based on corporate performance criteria.
- (3) Each Restricted Stock Unit exercises into 1 share of Common Stock.
- (4) Restricted Stock Unit awards are a conditional promise to transfer a share at a specific future date and do not have an expiration date.

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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