

LAKELAND FINANCIAL CORP
 Form 4
 May 08, 2008

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 *
FULMER L CRAIG

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. Date of Earliest Transaction (Month/Day/Year)
05/07/2008

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

120 W. LEXINGTON

(Street)

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

ELKHART, IN 46516

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | | | | | 5,706 | D | |
| Common Stock | | | | | 26,454.29 | I | By Spouse |

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

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SEC 1474
 (9-02)

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Stock | (1) | | | | | 10/25/2005 10/25/2005 | Common Stock | 78 |
| Phantom Stock | (1) | | | | | 07/12/2005 07/12/2015 | Common Stock | 400 |
| Phantom Stock | (1) | | | | | 07/26/2005 07/26/2015 | Common Stock | 70 |
| Phantom Stock | (1) | | | | | 04/26/2005 04/26/2015 | Common Stock | 84 |
| Phantom Stock | \$ 0 | | | | | 07/14/2004 07/14/2014 | Common Stock | 582 |
| Phantom Stock | \$ 0 | | | | | 01/07/2003 01/07/2013 | Common Stock | 797.2 |
| Phantom Stock | \$ 0 | | | | | 01/16/2004 01/16/2014 | Common Stock | 598 |
| Phantom Stock | \$ 0 | | | | | 04/28/2004 04/28/2014 | Common Stock | 74 |
| Phantom Stock | \$ 0 | | | | | 01/28/2003 01/28/2013 | Common Stock | 74.8 |
| Phantom Stock | \$ 0 | | | | | 10/27/2003 10/27/2013 | Common Stock | 60 |
| Phantom Stock | \$ 0 | | | | | 01/01/2003 01/01/2003 | Common Stock | 9,551.2 |
| Phantom Stock | \$ 0 | | | | | 01/26/2004 01/26/2014 | Common Stock | 56 |
| Phantom Stock | \$ 0 | | | | | 07/26/2004 07/26/2014 | Common Stock | 80 |
| Phantom Stock | \$ 0 | | | | | 07/10/2003 07/10/2013 | Common Stock | 523 |
| | \$ 0 | | | | | 01/26/2005 01/26/2015 | | 66 |

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| | | | | | | | | | |
|------------------------------|------------|------------|--|---|------------|------------|------------|--------------|-------|
| Phantom Stock | | | | | | | | Common Stock | |
| Phantom Stock | \$ 0 | | | | 01/11/2005 | 01/11/2015 | | Common Stock | 428 |
| Phantom Stock | \$ 0 | | | | 04/28/2003 | 04/28/2013 | | Common Stock | 74.8 |
| Phantom Stock | \$ 0 | | | | 07/30/2003 | 07/30/2013 | | Common Stock | 63 |
| Phantom Stock | \$ 0 | | | | 10/26/2004 | 10/26/2014 | | Common Stock | 74 |
| Phantom Stock | <u>(1)</u> | 05/07/2008 | | A | 110 | <u>(2)</u> | <u>(3)</u> | Common Stock | 110 |
| Stock Options (Right to buy) | \$ 6.75 | | | | 06/13/2005 | 06/13/2010 | | Common Stock | 1,000 |
| Stock Options (Right to buy) | \$ 6.8125 | | | | 01/09/2006 | 01/09/2011 | | Common Stock | 2,000 |
| Stock Options (Right to buy) | \$ 7.5625 | | | | 02/08/2005 | 02/08/2010 | | Common Stock | 1,200 |
| Stock Options (Right to buy) | \$ 9.7188 | | | | 02/09/2004 | 02/09/2009 | | Common Stock | 1,150 |
| Stock Options (Right to buy) | \$ 17.185 | | | | 12/09/2008 | 12/09/2013 | | Common Stock | 1,000 |
| Stock Options (Right to buy) | \$ 19.96 | | | | 12/11/2012 | 12/11/2017 | | Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FULMER L CRAIG 120 W. LEXINGTON | X | | | |

ELKHART, IN 46516

Signatures

Teresa A. Bartman,
Attorney-in-Fact

05/08/2008

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

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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