LAKELAND BANCORP INC

Form 4

February 18, 2003

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

_ 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

OMB APPROVAL

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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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

1. Name and A Nicholson, Ro				er Name and Banco			Person to Issu	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) c/o Lakeland l 250 Oak Ridge	of i	Rep	S. Identificorting Persontity (volur	on,	Number	4. Statement for Month/Day/Year 2/2003	X Director				
(Street)								5. If Amendment,	Board 7. Indi	vidual or Joint/Group Filing	
Oak Ridge, NJ 07438								Date of Original (Month/Day/Year)	(Check Applicable Line) X Form filed by One Reportine Person Form filed by More than One Reporting Person		
(Cit	y) (State)	(Zip)		7	Гable I	Non-I	Derivativ	Disposed of,	oosed of, or Beneficially Owned		
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/	Execution	3. Tranaction Code (Instr.			sposed of (D)		5. Amount of Securities Beneficially Owned Follow-	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Day/ Year)	(Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	ing Reported Transactions(s) (Instr. 3 & 4)	(I) (Instr. 4)		
Common Stock	2/14/03		M		5,788	A	8.1028	236,148 <u>(1)</u>	D		
Common Stock								108,635(2)	I	Held by wife	
Common Stock								2,414 ⁽³⁾	I	Held as custodian for grandchildren	

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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Security (Instr. 3)	Price of Derivative Security	Date	if any (Month/	action Code (Instr. 8)	Secondary Acq (A) Dispose (1	ivative urities uired or posed D)	(Month/Day/		Underlying Securities (Instr. 3 & 4)		Security (Instr. 5)	Beneficially Owned Following Reported Transaction(s) (Instr. 4)		Beneficial Ownership (Instr. 4)
				Code V	+	(D)	Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares			(Instr. 4)	
Director Stock Option (Right to Pirchase)	\$8.1028	2/14/03		M		5,788	(4)	2/8/2010	Common Stock			17,364	D	

Explanation of Responses:

- (1) Includes 10,969 shares acquired from 5% stock dividend paid on November 15, 2002 to shareholders of record October 31, 2002.
- (2) Includes 5,173 shares acquired from 5% stock dividend paid on November 15, 2002 to shareholders of record October 31, 2002.
- (3) Includes 114 shares acquired from 5% stock dividend paid on November 15, 2002 to shareholders of record October 31, 2002.
- (4) Stock option was granted pursuant to the Company's 2000 Equity Compensation program and vests in 20% annual installments beginning on the grant date of February 9, 2000.

By: /s/ Harry Cooper, Power of Attorney 2/18/03
Date

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).