#### LAKELAND BANCORP INC

Form 4

November 12, 2004

## FORM 4,

Check this box

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

Number: 3235-0287

Expires:

January 31, 2005

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

SECURITIES

Form 5 obligations may continue. See Instruction See Instruction 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

FREDERICKS MARK J

2. Issuer Name and Ticker or Trading

Symbol

LAKELAND BANCORP INC

[LBAI]

3. Date of Earliest Transaction

(Month/Day/Year)

\_\_X\_\_ Director \_\_\_\_\_ Officer (give title

Issuer

\_\_\_\_\_ 10% Owner e \_\_\_\_\_ Other (specify

below) below

C/O LAKELAND BANK, 250 OAK 11/10/2004

(State)

(First)

(Middle)

(Zin)

RIDGE ROAD

(City)

(Last)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

\_X\_ Form filed by One Reporting Person \_\_\_\_ Form filed by More than One Reporting

Person

OAK RIDGE, NJ 07438

(City)	(State)	Table Table	e I - Non-D	erivative (	Securi	ities Ac	quired, Disposed	of, or Beneficia	ally 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 on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/10/2004		Code V	Amount 500	(A) or (D)	Price \$ 0	Reported Transaction(s) (Instr. 3 and 4) 83,799 (1)	D	
Common Stock	11/10/2004		G	1,000	A	\$ 0	100,750 (2)	I	Held as Custodian for Children

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/		Underly Securiti (Instr. 3	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FREDERICKS MARK J C/O LAKELAND BANK 250 OAK RIDGE ROAD OAK RIDGE, NJ 07438	X						
<u> </u>							

### Signatures

Mark J. 11/12/2004 Fredericks

\*\*Signature of Date Reporting Person

### **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).
- D:Self includes 1497 shares acquired as part of Company Dividend Reinvestment Plan; I: 30,527 shares held by spouse, which includes 549 shares acquired as part of the DRP. I; 23,730 shares includes 426 shares recieved as part of DRP held by Keil Oil Profit Sharing Plan of which Mr. Fredericks is Trustee. I:46,981 shares held by Fredericks Fuel PSP of which Mr. Fredericks is a Trustee. I: 17,550 shares held by Fredericks Fuel & Heating Service of which Mr. Fredericks is Pres.
- (2) Includes 1792 shares acquired as part of Company's Dividend Reinvestment Plan.

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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