

LAKELAND BANCORP INC
 Form 4
 September 29, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 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 *
FREDERICKS MARK J

2. Issuer Name and Ticker or Trading Symbol
LAKELAND BANCORP INC [LBAI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O LAKELAND BANK, 250 OAK RIDGE ROAD

09/28/2006

(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

OAK RIDGE, NJ 07438

(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 | 09/28/2006 | | G | A | \$ 0 | 98,331 ⁽¹⁾ | D |
| Common Stock | 09/28/2006 | | G | A | \$ 0 | 119,171 ⁽²⁾ | I Held as Custodian for Children |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | 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 | | |

Signatures

Harry Cooper,
POA 09/29/2006

__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).
- D:Self includes 4,625 shares acquired as part of a 5% stock dividend paid 8/16/2006 and 2,427 shares acquired as part of the Company's Dividend Reinvestment Plan; I: 35,387 shares held by spouse, which includes 1,674 shares acquired as part of a 5% stock dividend paid 8/16/2006 and 879 shares acquired as part of the Company's DRP. I; 27,509 shares includes 1,301 shares were acquired as part of the 5% stock dividend and 681 shares recieved as part of DRP held by Keil Oil Profit Sharing Plan of which Mr. Fredericks is Trustee. I:51,796 shares held by Fredericks Fuel PSP of which Mr. Fredericks is a Trustee. Of this total 2,466 shares were acquired as part of the Company's 5% stock dividend. I: 19,348 shares held by Fredericks Fuel & Heating Service of which Mr. Fredericks is Pres. Of this total 921 shares were acquired as part of the Company's 5% stock dividend.
- (1) stock dividend and 681 shares recieved as part of DRP held by Keil Oil Profit Sharing Plan of which Mr. Fredericks is Trustee. I:51,796 shares held by Fredericks Fuel PSP of which Mr. Fredericks is a Trustee. Of this total 2,466 shares were acquired as part of the Company's 5% stock dividend. I: 19,348 shares held by Fredericks Fuel & Heating Service of which Mr. Fredericks is Pres. Of this total 921 shares were acquired as part of the Company's 5% stock dividend.
- (2) Includes 5,580 shares acquired as part of Company's 5% stock dividend and 2,812 shares as part of the 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.