O DOWD JOSEPH P

Form 4

February 05, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * O DOWD JOSEPH P

2. Issuer Name and Ticker or Trading

Symbol

LAKELAND BANCORP INC [LBAI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

(City)

(First)

(Middle)

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

_X__ Director Officer (give title

10% Owner Other (specify

C/O LAKELAND BANCORP. INC., 250 OAK RIDGE ROAD

(State)

(Street) 4. If Amendment, Date Original

(Zip)

Filed(Month/Day/Year)

02/04/2010

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

OAK RIDGE, NJ 07438

	Tusto I Tront Berliner Securities Frequency, 21sposed 63, 61 Berlinering, 6 Whole								
2. Transaction Date	2A. Deemed	3.	. 4. Securities Acquired		5. Amount of	6. Ownership	7. Nature of		
(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect		
	any	Code	(Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial	
	(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
				(4)		Reported			
						Transaction(s)			
		C 1 W			ъ.	(Instr. 3 and 4)			
		Code V	Amount	(D)	Price				
02/04/2010		М	25 777	Δ	\$	51 378	D		
02/04/2010		171	23,111	А	6.67	31,376	D		
02/04/2010		G	650	D	\$ 0	50.728	D		
0210712010		J	050	ט	ψυ	30,720	D		
		any (Month/Day/Year) 02/04/2010	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code (Instr. 8) Code V 02/04/2010 M	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code (Instr. 3, 4) Code V Amount M 25,777	2. Transaction Date (Month/Day/Year) 2. Transaction Date (Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction(A) or Disposed Code (Instr. 3, 4 and 3) (Instr. 8) (A) or Code V Amount (D) (D2/04/2010) M 25,777 A	2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) 2. Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Code V Amount (D) Price M 25,777 A \$ 6.67	2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Execution Date, if any (Month/Day/Year) 2. Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5) Code (Instr. 3, 4 and 5) (Instr. 8) Code V Amount (D) Price Code V Amount (D) Price 02/04/2010 M 25,777 A \$ 51,378	2. Transaction Date (Month/Day/Year) 2A. Deemed (Month/Day/Year) (Month/Day/Ye	

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to purchase)	\$ 6.67	02/04/2010		M	25,777	<u>(1)</u>	02/08/2010	common stock	25,777

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

O DOWD JOSEPH P C/O LAKELAND BANCORP, INC. 250 OAK RIDGE ROAD OAK RIDGE, NJ 07438

X

Signatures

Harry Cooper, Power of Attorney 02/05/2010

**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) Stock Option was granted pursuant to the Company's Equity Compensation Program and vests in 20% annual installments beginning the grant date of February 9, 2000.

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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