

LAKELAND BANCORP INC  
 Form 4  
 February 25, 2016

**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 \*  
 MCCLURE STEWART E JR

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

3. Date of Earliest Transaction (Month/Day/Year)  
 02/24/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Reg Pres of Lakeland Bank

OAK RIDGE, NJ 07438

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 02/24/2016                           |  | A                              | (1)   | 12,082  | A  | \$ 0  |
| Common Stock                    |                                      |  |                                |   | 139,955 (2)   | D  |   |
| Common Stock                    |                                      |  |                                |   | 1,412   | I  | Held by spouse as custodian for grandchildren         |

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

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number.

**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 Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| MCCLURE STEWART E JR<br>C/O LAKELAND BANCORP, INC.<br>250 OAK RIDGE ROAD<br>OAK RIDGE, NJ 07438 |               |           | Reg Pres of Lakeland Bank |       |

## Signatures

Patricia Backman, POA 02/25/2016

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).
- Represents performance-based Restricted Stock Units (RSUs), each representing the right to receive, following vesting, one share of common stock. The resulting shares acquired upon vesting of the RSUs is contingent upon the achievement of pre-established performance metrics over a 3 year period beginning 1-1-2016 and ending on 12-31-2018 (the "Performance Period"), provided that the Reporting Person remains employed by the Issuer on the date following the Performance Period that the Compensation Committee of the Issuer's Board of Directors determines that the performance goals for the final year of the Performance Period have been satisfied. If employment terminates sooner, the RSUs will be forfeited unless termination of employment occurs because of death or, subject to certain service requirements, disability or normal or early retirement, in any of which events the RSUs may vest in whole or in part. The RSUs were granted under the Issuer's 2009 Equity Compensation Program.
- (1) Issuer's Board of Directors determines that the performance goals for the final year of the Performance Period have been satisfied. If employment terminates sooner, the RSUs will be forfeited unless termination of employment occurs because of death or, subject to certain service requirements, disability or normal or early retirement, in any of which events the RSUs may vest in whole or in part. The RSUs were granted under the Issuer's 2009 Equity Compensation Program.
- (2) D: Total of 28,524 RSU's (including those granted 2/24/16) that have not yet vested.

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.