

Holland H. Russell III
Form 4/A
May 21, 2012

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Holland H. Russell III

2. Issuer Name **and** Ticker or Trading
Symbol
SEACOAST BANKING CORP OF
FLORIDA [SBCF]

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
X Officer (give title below) ____ Other (specify below)

C/O SEACOAST BANKING CORP.
OF FLORIDA, P. O. BOX 9012

05/15/2012

EVP & Chief Lending Officer

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/15/2012

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

STUART, FL 34995

(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)
Common Stock	05/15/2012		A ⁽¹⁾	3,334 A	\$ 1.5 41,244.895	D ⁽²⁾	
Common Stock	05/15/2012		F ⁽³⁾	882 D	\$ 1.5 40,362.895	D ⁽²⁾	
Common Stock					55,810	D ⁽⁴⁾	
Common Stock					521	D ⁽⁵⁾	
Common Stock					4,106.7947	D ⁽⁶⁾	

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Common Stock	2,000	D <u>(7)</u>
Common Stock	1,090	D <u>(8)</u>

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock-settled Stock Appreciation Rights ⁽⁹⁾	\$ 27.36					07/06/2008 ⁽¹⁰⁾	07/06/2016	Common Stock	3,000
Stock-settled Stock Appreciation Rights ⁽⁹⁾	\$ 22.22					04/02/2009 ⁽¹⁰⁾	04/02/2017	Common Stock	28,190

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Holland H. Russell III C/O SEACOAST BANKING CORP. OF FLORIDA P. O. BOX 9012 STUART, FL 34995	EVP & Chief Lending Officer

Signatures

Sharon Mehl as Power of Attorney for H. Russell
Holland, III

05/21/2012

__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) Salary shares earned by Mr. Holland and granted on a monthly basis on the fifteen day of each month, or the prior business day if the fifteen is not a business day ("Grant Date"). The number of salary shares granted to the executive each month is determined by dividing the portion of the executive's earned monthly salary to be paid in salary shares by the closing price of Seacoast common stock on NASDAQ on the Grant Date (with the result being rounded up to the nearest whole share). The salary shares earned were paid under the Company's 2000 Long-Term Incentive Plan.
 - (2) Held jointly with spouse
 - (3) Salary Shares sold to Company to pay associated tax liability
 - (4) Represents unvested shares in performance based restricted stock award granted under Seacoast's 2008 Long-Term Incentive Plan on August 23, 2011 ("Grant Date"). These awards are subject to compliance with the EESA, and will vest in their entirety on the later of: i) the fifth anniversary of the Grant Date, provided Mr. Holland is employed by the Company or a subsidiary on such date, and ii) the Company's attainment of an annual return on equity of 10% or more for any fiscal year starting after the Grant Date.
 - (5) Held in Company's Employee Stock Purchase Plan as of September 30, 2011
 - (6) Represents shares held in Company's Retirement Savings Plan as of Sept. 30, 2011
 - (7) Held in revocable trust
 - (8) Held in IRA
 - (9) Granted pursuant to Seacoast Banking Corporation of Florida's 2000 Long-Term Incentive Plan
 - (10) Vests over 5 years in 25% increments beginning on the second anniversary of the date of grant (date indicated) and then in 25% increments on each of the following three anniversaries thereafter, subject to continue employment.

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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