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LAKELAND FINANCIAL CORP

Form 4

February 01, 2016

FORM 4

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

OMB Number:

3235-0287 January 31,

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

OMB APPROVAL

Form 5 obligations

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. 30(h) of the Investment Company Act of 1940 See Instruction

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DEARDORFF KEVIN L			2. Issuer Name and Ticker or Trading Symbol LAKELAND FINANCIAL CORP [LKFN]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 3254 W. ST	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/29/2016					Director 10% Owner Selfow)			
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	e) Execution any			4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	01/29/2016			M	4,440	A	\$ 0	32,309	D		
Common Stock	01/29/2016			F	1,398	D	\$ 43.79	30,911	D		

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. Transactic Code (Instr. 8)	Secu Acqu (A) o Disp (D)	urities uired or posed of tr. 3, 4,	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	Amoun or Number of Shares
Restricted Stock Units (1)	\$ 0 (2)	01/29/2016		M		4,440	02/01/2016	02/01/2016(3)	Common Stock	4,440 (4)
Restricted Stock Units (1)	\$ 0 (2)						02/01/2017	02/01/2017(3)	Common Stock	4,000
Restricted Stock Units (1)	\$ 0 (2)						02/01/2018	02/01/2018(3)	Common Stock	4,000
Restricted Stock Units (1)	\$ 0 (2)						02/01/2019	02/01/2019(3)	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address		Relationships		
	Director	10% Owner	Officer	Other

DEARDORFF KEVIN L 3254 W. STATE RD 14 SILVER LAKE, IN 46982

Executive Vice President

Signatures

Teresa A. Bartman, Attorney-in-Fact 02/01/2016

**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).
- (1) The Restricted Stock Units are subject to forfeiture based on corporate performance criteria.
- (2) Each Restricted Stock Unit exercises into 1 share of Common Stock.

Reporting Owners 2

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- (3) Restricted Stock Unit awards are a conditional promise to transfer a share at a specific futurue date and do not have an expiration date.
- (4) Shares adjusted due to performance criteria.

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.