

LAKELAND FINANCIAL CORP
 Form 4
 May 16, 2008

FORM 4

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

OMB APPROVAL

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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 *
 TUCKER TERRY 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) (First) (Middle)
 1510 COUNTRY CLUB DR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/14/2008

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

WARSAW, IN 46580
 (City) (State) (Zip)

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

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		
Common Stock					10,560	D	
Common Stock					3,832	I	by Mother

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

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SEC 1474
 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(1)					07/12/2005	07/12/2015	Common Stock	514
Phantom Stock	(1)					04/26/2005	04/26/2015	Common Stock	76
Phantom Stock	(1)					(2)	(3)	Common Stock	2,892
Phantom Stock	(1)					10/25/2005	10/25/2005	Common Stock	74
Phantom Stock	(1)					07/26/2005	07/26/2015	Common Stock	64
Phantom Stock	\$ 0					01/01/2003	01/01/2003	Common Stock	8,756.4
Phantom Stock	\$ 0					01/26/2004	01/26/2014	Common Stock	52
Phantom Stock	\$ 0					07/30/2003	07/30/2013	Common Stock	56
Phantom Stock	\$ 0					01/16/2004	01/16/2014	Common Stock	553
Phantom Stock	\$ 0					07/10/2003	07/10/2013	Common Stock	529
Phantom Stock	\$ 0					10/27/2003	10/27/2013	Common Stock	56
Phantom Stock	\$ 0					01/07/2003	01/07/2013	Common Stock	594.6
Phantom Stock	\$ 0					01/11/2005	01/11/2015	Common Stock	510
Phantom Stock	\$ 0					01/28/2003	01/28/2013	Common Stock	67.6
Phantom Stock	\$ 0					10/26/2004	10/26/2014	Common Stock	68

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Phantom Stock	\$ 0				07/26/2004	07/26/2014	Common Stock	72	
Phantom Stock	\$ 0				04/28/2003	04/28/2013	Common Stock	67.4	
Phantom Stock	\$ 0				07/14/2004	07/14/2014	Common Stock	524	
Phantom Stock	\$ 0				04/28/2004	04/28/2014	Common Stock	68	
Phantom Stock	\$ 0				01/26/2005	01/26/2015	Common Stock	60	
Stock Options (Right to buy)	\$ 6.75				06/13/2005	06/13/2010	Common Stock	1,000	
Stock Options (Right to buy)	\$ 6.8125				01/09/2006	01/09/2011	Common Stock	2,000	
Stock Options (Right to buy)	\$ 7.5625				02/08/2005	02/08/2010	Common Stock	1,200	
Stock Options (Right to buy)	\$ 9.7188				02/09/2004	02/09/2009	Common Stock	1,150	
Stock Options (Right to buy)	\$ 17.185				12/09/2008	12/09/2013	Common Stock	1,000	
Stock Options (Right to buy)	\$ 24.05	05/14/2008		A	1,000	10/12/2010	05/14/2018	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TUCKER TERRY L 1510 COUNTRY CLUB DR WARSAW, IN 46580	X			

Signatures

Teresa A. Bartman,
Attorney-in-Fact

05/16/2008

__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).
- (3) Phantom shares expire after the directors' retirement as a Board member.
- (4) On 12/13/07, options were incorrectly reported as granted on 12/11/07. Those options were not granted at that time and the reporting person was granted options on 5/14/08, which are reported on this Form 4.
- (2) Phantom stock is exercisable after the directors' retirement as a Board member.
- (1) Each phantom stock unit exercises into 1 share of Common Stock.

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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