

LAKELAND FINANCIAL CORP
 Form 4
 August 31, 2006

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 *
 SMITH CHARLES D

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)
 1902 N. BAY DR.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/29/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice president

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/29/2006		M	1,630 A \$ 9.7188	2,088.918	D	
Common Stock	08/29/2006		S	1,630 D \$ 24.5	458.918	D	
Common Stock	08/30/2006		M	324 A \$ 9.7188	782.918	D	
Common Stock	08/30/2006		M	4,046 A \$ 9.7188	4,828.918	D	
Common Stock	08/30/2006		S	4,046 D \$ 24.5	782.918	D	

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Common Stock	08/30/2006	S	324	D	\$ 24.51	458.918	D	
Common Stock						70,382	I	401(k) Plan
Common Stock						579.668	I	By Spouse

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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 6.75					06/13/2005	06/13/2010	Common Stock	8,000
Stock Options (Right to buy)	\$ 6.8125					01/09/2006	01/09/2011	Common Stock	10,000
Stock Options (Right to buy)	\$ 7.0625					05/09/2005	05/09/2010	Common Stock	4,000
Stock Options (Right to buy)	\$ 7.5625					02/08/2005	02/08/2010	Common Stock	8,000
Stock Options (Right to buy)	\$ 8.125					12/11/2006	12/11/2011	Common Stock	4,000

buy)									
Stock Options (Right to buy)	\$ 17.185					12/09/2008	12/09/2013	Common Stock	10,000
Stock Options (Right to buy)	\$ 9.7188	08/29/2006		M	1,630	02/09/2004	02/09/2009	Common Stock	1,630
Stock Options (Right to buy)	\$ 9.7188	08/30/2006		M	4,046	02/09/2004	02/09/2009	Common Stock	4,046
Stock Options (Right to buy)	\$ 9.7188	08/30/2006		M	324	02/09/2004	02/09/2009	Common Stock	324

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH CHARLES D 1902 N. BAY DR. WARSAW, IN 46580			Executive Vice president	

Signatures

Teresa A. Bartman,
Attorney-in-Fact

08/31/2006

__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).

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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