

LAKELAND FINANCIAL CORP
 Form 4/A
 May 09, 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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/07/2008

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

1510 COUNTRY CLUB DR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 05/08/2008

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

WARSAW, IN 46580

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | \$ 19.96 | | | | | 12/11/2012 | 12/11/2017 | Common Stock | 1,000 |
| Stock Options (Right to buy) | \$ 14 | 05/07/2008 | | M | 1,850 | 05/12/2003 ⁽⁴⁾ | 05/10/2008 | Common Stock | 1,850 |

Reporting Owners

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

