

WAGNER CLARON D

Form 4

February 28, 2003

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                                                    /      OMB APPROVAL      /
                                                    /-----/
                                                    / OMB Number:      3235-0287 /
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| FORM 4 |
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U.S. 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
 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*

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                    Wagner                  Claron                          D
                    -----                  -----                          -----
                    (Last)                 (First)                        (Middle)
                    800 North Boulevard West
                    -----
                    (Street)
                    Leesburg                 FL                          34748
                    -----                  -----
                    (City)                 (State)                        (Zip)
    
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2. Issuer Name and Ticker or Trading Symbol FFLC Bancorp, Inc. (FFLC)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Day/Year February 26, 2003

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director Officer ___ 10% Owner ___ Other
 --- (give title below) (specify below)
 Vice Chairman of the Board

7. Individual or Joint/Group Filing
 (Check Applicable Line)

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X Form filed by One Reporting Person

_____ Form filed by More than One Reporting Person

TABLE I--NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFIC

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount
			Code	V	Amount	(A) or (D)	Trans (Inst
Common Stock	02/26/2003		G	V	900.000	D	4,450
Common Stock							17,000
Common Stock							2,685
Common Stock							20,708
Common Stock							2,500

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

*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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 Number.

(Over)
SEC 1474 (9-02)

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FORM 4 (continued)

TABLE II--DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAALLY OW
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Deriv-	3. Transaction Date (Month/Day/	3A. Deemed Execution Date, if any (Month/	4. Transaction Code (Instr. 8)
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Security	Year)	Day/ Year)	Code	V
Stock Option (right to buy)	\$6.000			

TABLE II--DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

6. Date Exer- cisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned Following Reported Transaction(s) (Instr. 4)	10. Owner- ship Form of De- rivative Security Direct (D) or Indirect (Instr.)
Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	
1/04/1994	01/04/2014	Common Stock	13,138	D

Explanation of Responses:

/s/ George W. Murphy, Jr. 2/28/2003

**Signature of Reporting Person Date

By: George W. Murphy, Jr., Power of Attorney
For: Claron D. Wagner

** 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 provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained

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