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LAKELAND FINANCIAL CORP

Form 4

November 18, 2013 **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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 1(b). (Print or Type Responses)

1. Name and Add Gavin Michae	•	ng Person *	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) 85 S HUNTERS RIDGE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2013	Director 10% Owner Other (specify below) EVP & CCO		
	(Street)		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		
WARSAW, IN	N 46582			Form filed by More than One Reporting Person		

						1	CISOII		
(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)		sed of	` ′	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	11/15/2013		M	1,000	A	\$ 0	1,000	D	
Common Stock	11/15/2013		S	1,000	D	\$ 35.8105	0	D	
Common Stock							6,844	I	401(k) Plan

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

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number.

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. Transacti Code (Instr. 8)	orof D Secu Acq (A) o Disp (D)	urities uired or oosed of rr. 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
Stock Options (Right to Buy)	\$ 24.05	11/15/2013		M		1,000	05/14/2013	05/14/2018	Common Stock	1,000
Restricted Stock Units (1)	\$ 0 (2)						02/01/2014	02/01/2014(3)	Common Stock	1,000
Restricted Stock Units (1)	\$ 0 (2)						02/01/2015	02/01/2015(3)	Common Stock	4,000
Restricted Stock Units (1)	\$ 0 (2)						02/01/2016	02/01/2016(3)	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
F	Director	10% Owner	Officer	Other				
Gavin Michael E 85 S HUNTERS RIDGE WARSAW, IN 46582			EVP & CCO					

Signatures

Teresa A. Bartman, Attorney-in-Fact

**Signature of Reporting Person Date

Reporting Owners 2

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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.
- (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.

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.