

LAKELAND FINANCIAL CORP
 Form 4
 October 26, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 NIEMIER CHARLES E

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)
 1600 S. MEADOW DR.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/26/2004

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/26/2004		P		12	A	\$ 35.3	4,245.73	D	
Common Stock	10/26/2004		P		8	A	\$ 35.3	1,460	I	By Spouse
Common Stock								1,848	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. 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
Stock Options (Right to buy)	\$ 13.5					06/13/2005 06/13/2010	Common Stock 500
Stock Options (Right to buy)	\$ 13.625					01/09/2006 01/09/2011	Common Stock 1,000
Stock Options (Right to buy)	\$ 15.125					02/08/2005 02/08/2010	Common Stock 600
Stock Options (Right to buy)	\$ 19.4375					02/09/2004 02/09/2009	Common Stock 575
Stock Options (Right to buy)	\$ 34.37					12/09/2008 12/09/2013	Common Stock 500
Phantom Stock	\$ 0					01/01/2003 01/01/2003	Common Stock 3,038.1
Phantom Stock	\$ 0					01/07/2003 01/07/2013	Common Stock 297.4
Phantom Stock	\$ 0					01/28/2003 01/28/2013	Common Stock 24.1
Phantom Stock	\$ 0					04/28/2003 04/28/2013	Common Stock 23.4

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Phantom Stock	\$ 0				07/10/2003	07/10/2013	Common Stock	238
Phantom Stock	\$ 0				07/30/2003	07/30/2013	Common Stock	20
Phantom Stock	\$ 0				10/27/2003	10/27/2013	Common Stock	20
Phantom Stock	\$ 0				01/16/2004	01/16/2014	Common Stock	241
Phantom Stock	\$ 0				01/26/2004	01/26/2014	Common Stock	18
Phantom Stock	\$ 0				04/28/2004	04/28/2014	Common Stock	25
Phantom Stock	\$ 0				07/14/2004	07/14/2014	Common Stock	294
Phantom Stock	\$ 0				07/26/2004	07/26/2014	Common Stock	26
Phantom Stock	\$ 0 ⁽¹⁾	10/26/2004	A	25	10/26/2004 ⁽²⁾	10/26/2014 ⁽³⁾	Common Stock	25

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NIEMIER CHARLES E 1600 S. MEADOW DR. WARSAW, IN 46580	X			

Signatures

Teresa A. Bartman,
Attorney-in-Fact 10/26/2004

 **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).

- (1) Each phantom stock unit exercises into 1 share of Common Stock.
- (2) Phantom stock is exercisable after the directors' retirement as a Board member.
- (3) Phantom shares expire after the directors' retirement as a Board member.

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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