

LAKELAND FINANCIAL CORP  
 Form 4  
 March 17, 2010

**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 \*  
 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)  
 03/15/2010

\_\_\_\_ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/15/2010		M		723 A \$ 0	1,391.517	D
Common Stock	03/15/2010		S		723 D \$ 18	668.517	D
Common Stock	03/16/2010		M		277 A \$ 0	945.517	D
Common Stock	03/16/2010		S		277 D \$ 18.03	668.517	D
Common Stock						78,743	I 401(k) Plan

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Common Stock 591.8167 I By Spouse

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

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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)	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	03/15/2010		M	723	06/13/2005	06/13/2010	Common Stock	723
Stock Options (Right to Buy)	\$ 6.75	03/16/2010		M	277	06/13/2005	06/13/2010	Common Stock	277
Restricted Stock Units	\$ 0 <sup>(1)</sup>					02/05/2012	02/05/2012 <sup>(2)</sup>	Common Stock	6,161
Restricted Stock Units <sup>(3)</sup>	\$ 0					03/15/2012	03/15/2012 <sup>(2)</sup>	Common Stock	4,000
Restricted Stock Units <sup>(3)</sup>	\$ 0 <sup>(1)</sup>					02/01/2013	02/01/2013 <sup>(2)</sup>	Common Stock	4,000
Stock Options (Right to Buy)	\$ 6.8125					01/09/2006	01/09/2011	Common Stock	10,000
Stock Options	\$ 8.125					12/11/2006	12/11/2011	Common Stock	4,000

(Right to Buy)

Stock

Options (Right to Buy)

\$ 17.185

12/09/2008

12/09/2013

Common Stock

10,000

## 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

03/17/2010

\_\_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 Restricted Stock Unit exercises into 1 share of Common Stock.

(2) Restricted Stock Unit awards are a conditional promise to transfer a share at a specific future date and do not have an expiration date.

(3) The Restricted Stock Units are subject to forfeiture based on corporate performance criteria.

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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