

SEACOAST BANKING CORP OF FLORIDA

Form 4/A

February 10, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 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 *
 HUDSON DENNIS S III

2. Issuer Name **and** Ticker or Trading
 Symbol
 SEACOAST BANKING CORP OF
 FLORIDA [SBCF]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)

SEACOAST BANKING CORP. OF
 FLORIDA, P.O. BOX 9012

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/29/2015

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
 Chairman & CEO

(Street)

4. If Amendment, Date Original
 Filed(Month/Day/Year)
 02/02/2015

STUART, FL 34995

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock					20	D	
Common Stock					4,137	D ⁽¹⁾	
Common Stock					19,868	D ⁽²⁾	
Common Stock					31,750.03	D ⁽³⁾	
Common Stock					49,386	D ⁽⁴⁾	

Common Stock	224,356	I	Held by Sherwood Partners, Ltd., family partnership
Common Stock	280	I	Held by spouse as custodian for son

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

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(9-02)

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 An Underlying Sec (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Common Stock Right to Buy ⁽⁵⁾	\$ 12.63	01/29/2015		A		17,975		⁽⁶⁾	01/29/2023	Common Stock
Common Stock Right to Buy ⁽⁵⁾	\$ 10.54							04/29/2015 ⁽⁷⁾	04/29/2024	Common Stock
Common Stock Right to Buy ⁽⁵⁾	\$ 11							06/28/2014 ⁽⁸⁾	06/27/2023	Common Stock
Stock-Settled Stock Appreciation Rights ⁽⁹⁾	\$ 111.1							04/02/2012 ⁽¹⁰⁾	04/02/2017	Common Stock
Stock-Settled Stock Appreciation Rights ⁽⁹⁾	\$ 133.6							05/16/2011 ⁽¹⁰⁾	05/15/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUDSON DENNIS S III SEACOAST BANKING CORP. OF FLORIDA P.O. BOX 9012 STUART, FL 34995	X		Chairman & CEO	

Signatures

/s/ Sharon Mehl as Power of Attorney for Dennis S.
Hudson, III

02/10/2015

__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) Held in Trust

Represents unvested shares of restricted stock granted under Seacoast's 2008 Long-Term Incentive Plan on August 23, 2011. The performance criteria for this award has been met and this award vests in its entirety on August 23, 2016, provided Mr. Hudson is employed by the Company or a subsidiary on such date.

(3) Represents share equivalents held in the Company's Retirement Savings Plan as of December 31, 2014.

(4) Held jointly with spouse

(5) Granted pursuant to Company's 2013 Incentive Plan

Two tiered vesting. First, performance vesting must be met which requires that: 1) the market price of Seacoast common stock must increase to \$15.156 or more; and 2) Seacoast's Tier 1 Capital must be equal to or greater than the regulatory standard. Once performance criteria is met, option shall vest in equal installments at the end of each month over the next 48 months, provided that Optionee remains in Continuous Service on each applicable vesting date.

(7) Vests over 3 years in one-third increments on each anniversary of the date of grant beginning on the first anniversary of the date of grant (the date indicated), subject to continued employment.

(8) Vests over 5 years at the rate of 20% beginning on the first anniversary of the date of grant (the date indicated) and then at the rate of 20% on each of the following four anniversaries thereafter, subject to continued employment.

(9) Granted pursuant to the Company's 2000 Long-Term Incentive Plan

(10) Date fully vested

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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