

Pruitt Kristin  
Form 4  
February 06, 2013

**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 \*  
Pruitt Kristin

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)  
52041 CARDING MILL CT  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/04/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

GRANGER, IN 46530  
(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/04/2013		M	2,440 A \$ 0	2,640	D	
Common Stock	02/04/2013		S	901 D \$ 24.74	1,739	D	
Common Stock					2,207	I	401(k) Plan

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

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SEC 1474 (9-02)

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		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
					Acquired (A)	Disposed of (D)	Date Exercisable	Expiration Date		
Restricted Stock Units <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	02/04/2013		M	2,440		02/01/2013	02/01/2013 <sup>(3)</sup>	Common Stock	2,440 <sup>(4)</sup>
Restricted Stock Units <sup>(1)</sup>	\$ 0 <sup>(2)</sup>						02/01/2015	02/01/2015 <sup>(3)</sup>	Common Stock	3,000
Restricted Stock Units <sup>(1)</sup>	\$ 0 <sup>(2)</sup>						02/01/2014	02/01/2014 <sup>(3)</sup>	Common Stock	3,000
Restricted Stock Units <sup>(1)</sup>	\$ 0 <sup>(2)</sup>						02/01/2016	02/01/2016 <sup>(3)</sup>	Common Stock	3,000
Stock Options (Right to Buy)	\$ 24.05						05/14/2013	05/14/2018	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pruitt Kristin 52041 CARDING MILL CT GRANGER, IN 46530			Senior Vice President	

## Signatures

Teresa A. Bartman, 02/06/2013  
Attorney-in-Fact

          \*\*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) 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 future date and do not have an expiration date.
- (4) Shares adjusted due to 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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