

LAKELAND FINANCIAL CORP  
 Form 4  
 May 16, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
 LUDWIG ALLAN J

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)  
 55755 COUNTRY RD 27  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/14/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)

BRISTOL, IN 46507  
 (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)	Price		
				Code	V	Amount	
Common Stock					30,384	D	
Common Stock					4,000	I	By Spouse

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

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SEC 1474 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(1)					(2)	(3)	Common Stock	3,183
Phantom Stock	(1)					04/26/2005	04/26/2015	Common Stock	70
Phantom Stock	(1)					07/12/2005	07/12/2015	Common Stock	464
Phantom Stock	(1)					07/26/2005	07/26/2015	Common Stock	60
Phantom Stock	(1)					10/25/2005	10/25/2005	Common Stock	66
Phantom Stock	\$ 0					07/26/2004	07/26/2014	Common Stock	68
Phantom Stock	\$ 0					01/07/2003	01/07/2013	Common Stock	561
Phantom Stock	\$ 0					01/16/2004	01/16/2014	Common Stock	527
Phantom Stock	\$ 0					01/26/2005	01/26/2015	Common Stock	58
Phantom Stock	\$ 0					07/10/2003	07/10/2013	Common Stock	481
Phantom Stock	\$ 0					01/26/2004	01/26/2014	Common Stock	48
Phantom Stock	\$ 0					10/27/2003	10/27/2013	Common Stock	51
Phantom Stock	\$ 0					04/28/2003	04/28/2013	Common Stock	63.4
Phantom Stock	\$ 0					01/28/2003	01/28/2013	Common Stock	63.4
Phantom Stock	\$ 0					04/28/2004	04/28/2014	Common Stock	64

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Phantom Stock	\$ 0				01/01/2003	01/01/2003	Common Stock	8,224.2	
Phantom Stock	\$ 0				07/30/2003	07/30/2013	Common Stock	53	
Phantom Stock	\$ 0				07/14/2004	07/14/2014	Common Stock	450	
Phantom Stock	\$ 0				10/26/2004	10/26/2014	Common Stock	64	
Phantom Stock	\$ 0				01/11/2005	01/11/2015	Common Stock	402	
Stock Options (Right to buy)	\$ 6.75				06/13/2005	06/13/2010	Common Stock	1,000	
Stock Options (Right to buy)	\$ 6.8125				01/09/2006	01/09/2011	Common Stock	2,000	
Stock Options (Right to buy)	\$ 7.5625				02/08/2005	02/08/2010	Common Stock	1,200	
Stock Options (Right to buy)	\$ 9.7188				02/09/2004	02/09/2009	Common Stock	1,150	
Stock Options (Right to buy)	\$ 17.185				12/09/2008	12/09/2013	Common Stock	1,000	
Stock Options (Right to buy)	\$ 24.05	05/14/2008		A	1,000	09/09/2008	05/14/2018	Common Stock	1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUDWIG ALLAN J 55755 COUNTRY RD 27 BRISTOL, IN 46507	X			

## Signatures

Teresa A. Bartman,  
Attorney-in-Fact

05/16/2008

\_\_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).
- (3) Phantom shares expire after the directors' retirement as a Board member.
- (4) On 12/13/07, options were incorrectly reported as granted on 12/11/07. Those options were not granted at that time and the reporting person was granted options on 5/14/08, which are reported on this Form 4.
- (2) Phantom stock is exercisable after the directors' retirement as a Board member.
- (1) Each phantom stock unit exercises into 1 share of Common Stock.

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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