## FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	<b>OF CHANGES</b>	IN BENEFICIAL	<b>OWNERSHIP</b>

OMB APPROVAL

OMB Number: Estimated average burden hours per response: 0.5

Filed purcuent to Coation 16(a) of the Cogurities Evolunge Act of 10
Filed pursuant to Section 16(a) of the Securities Exchange Act of 19
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or Section 20(h) of the Investment Company Act of 1040

1. Name and Address of Reporting Person* STEININGER DONALD B				2. Issuer Name and Ticker or Trading Symbol LAKELAND FINANCIAL CORP [ LKFN ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
STEIN	<u>INGER I</u>	<u>DONALD B</u>			LILI		<u> </u>	711	ITTITUCI		JOIL	L L LIXI'I	ا د '	X	Directo	or		10% O	wner
(Last) 6914 W(	(Fi		(Middle)			e of Ea 5/2009		t Trans	saction (Mo	nth/Day	//Year)				Officer below)	(give title		Other ( below)	specify
,					4. If Ar	mendm	ment, I	Date (	of Original F	iled (M	lonth/D	ay/Year)			vidual or	Joint/Group	Filin	g (Check Ap	plicable
(Street)			15001											Line)	Form	filed by One	e Rep	orting Perso	on
FORT W	AYNE IN		46804												Form	filed by Mor		ın One Repo	
(City)	(S	tate) (	(Zip)												Perso	n			
		Tab	le I - Non	-Deriva	ative S	Secur	rities	s Ac	quired, I	Dispo	sed o	of, or Be	nefic	ially	Owne	d			
1. Title of	1. Title of Security (Instr. 3) 2. Trans Date		2. Transa Date (Month/D		Exec if an	A. Deemed Execution Date, f any Month/Day/Year)		e, Transaction Dispose Code (Instr. 5)		ities Acqui d Of (D) (In					Forn (D) o	n: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	V A	Amount	(A) (D)	Pri	се	Transac (Instr. 3	tion(s)			(111501.4)
Common Stock												14	14,835		D				
		Т	able II - D (e	erivati											wned				
1. Title of	Derivative Conversion Date Security or Exercise (Month/Day/Year) i			J / I	,	, vi	warra	anıs	, options	s, con	iverti	nie seci	urities	s)					
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## **Explanation of Responses:**

Buy)

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

Teresa A. Bartman, Attorney-

11/05/2009

in-Fact \*\* Signature of Reporting Person

Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.