FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB ADDDOMAL
OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			or Section 30(h) of the Investment Company Act of 1940				
1. Name and Ad	dress of Reporting	Person*	2. Issuer Name and Ticker or Trading Symbol LAKELAND FINANCIAL CORP [LKFN]	(Check	ationship of Reporting Pe k all applicable)	()	
<u>ECD WIG</u>	ZIELIII S			X	Director	10% Owner	
(Loot) (Firot) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/07/2008	1	Officer (give title below)	Other (specify below)	
55755 COUN	TRY RD 27						
(Street)	COUNTRY RD 27		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi	vidual or Joint/Group Fili	ng (Check Applicable	
BRISTOL	IN	46507		X	Form filed by One Re	porting Person	
					Form filed by More than One Reporting Person		
(City)	(State)	(Zip)					
		Table I - Non-D	erivative Securities Acquired, Disposed of, or Bene	ficially	Owned		

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. Transa Code (8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(111501.4)		
Common Stock	05/07/2008		M		1,850	A	\$14	32,234	D			
Common Stock	05/07/2008		S		1,350	D	\$24	30,884	D			
Common Stock	05/07/2008		S		100	D	\$24.05	30,784	D			
Common Stock	05/07/2008		S		100	D	\$24.06	30,684	D			
Common Stock	05/07/2008		S		100	D	\$24.13	30,584	D			
Common Stock	05/07/2008		S		200	D	\$24.14	30,384	D			
Common Stock								4,000	I	By Spouse		

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)		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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock	(1)							04/26/2005	04/26/2015	Common Stock	70		70	D	
Phantom Stock	(1)							07/12/2005	07/12/2015	Common Stock	464		464	D	
Phantom Stock	(1)							07/26/2005	07/26/2015	Common Stock	60		60	D	
Phantom Stock	(1)							10/25/2005	10/25/2005	Common Stock	66		66	D	
Phantom Stock	\$0							07/26/2004	07/26/2014	Common Stock	68		68	D	
Phantom Stock	\$0							01/07/2003	01/07/2013	Common Stock	561		561	D	
Phantom Stock	\$0							01/16/2004	01/16/2014	Common Stock	527		527	D	
Phantom Stock	\$0							01/26/2005	01/26/2015	Common Stock	58		58	D	
Phantom Stock	\$0							07/10/2003	07/10/2013	Common Stock	481		481	D	
Phantom Stock	\$0							01/26/2004	01/26/2014	Common Stock	48		48	D	
Phantom Stock	\$0							10/27/2003	10/27/2013	Common Stock	51		51	D	

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. Transa Code (8)		of Deri Sec Acq (A) Disp of (I	oosed O) tr. 3, 4	6. Date Exerc Expiration Do (Month/Day/	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock	\$0							04/28/2003	04/28/2013	Common Stock	63.4		63.4	D	
Phantom Stock	\$0							01/28/2003	01/28/2013	Common Stock	63.4		63.4	D	
Phantom Stock	\$0							04/28/2004	04/28/2014	Common Stock	64		64	D	
Phantom Stock	\$0							01/01/2003	01/01/2003	Common Stock	8,224.2		8,224.2	D	
Phantom Stock	\$0							07/30/2003	07/30/2013	Common Stock	53		53	D	
Phantom Stock	\$0							07/14/2004	07/14/2014	Common Stock	450		450	D	
Phantom Stock	\$0							10/26/2004	10/26/2014	Common Stock	64		64	D	
Phantom Stock	\$0							01/11/2005	01/11/2015	Common Stock	402		402	D	
Phantom Stock	(1)	05/07/2008		A		97		(2)	(3)	Common Stock	97	\$23.97	3,183	D	
Stock Options (Right to buy)	\$6.75							06/13/2005	06/13/2010	Common Stock	1,000		1,000	D	
Stock Options (Right to buy)	\$6.8125							01/09/2006	01/09/2011	Common Stock	2,000		2,000	D	
Stock Options (Right to buy)	\$7.5625							02/08/2005	02/08/2010	Common Stock	1,200		1,200	D	
Stock Options (Right to buy)	\$9.7188							02/09/2004	02/09/2009	Common Stock	1,150		1,150	D	
Stock Options (Right to buy)	\$17.185							12/09/2008	12/09/2013	Common Stock	1,000		1,000	D	
Stock Options (Right to buy)	\$19.96							12/11/2012	12/11/2017	Common Stock	1,000		1,000	D	
Stock Options (Right to buy)	\$14	05/07/2008		М			1,850	05/12/2005	05/10/2008	Common Stock	1,850	\$0	0	D	

Explanation of Responses:

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

Teresa A. Bartman, Attorney-

05/08/2008

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.

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