

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 Address of Reporting Person* <u>Pruitt Kristin</u> (Last) (First) (Middle) 52041 CARDING MILL CT (Street) GRANGER IN 46530 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>LAKELAND FINANCIAL CORP [LKFN]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 01/01/2012 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | (A) or (D) | Price | | | |
| Common Stock | 02/06/2012 | | M | | 2,640 | A | \$862 | 2,740 | D | |
| Common Stock | 02/06/2012 | | S | | 862 | D | \$25.87 | 1,878 | D | |
| Common Stock | 02/07/2012 | | S | | 1,678 | D | \$25.6 | 200 | D | |
| Common Stock | | | | | | | | 1,531 | I | 401(k) Plan |

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 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 |
| Restricted Stock Units ⁽³⁾ | \$0 ⁽¹⁾ | 01/01/2012 | | A | | 3,000 | | 02/01/2015 | 02/01/2015 ⁽²⁾ | Common Stock | 3,000 | \$0 | 3,000 | D | |
| Restricted Stock Units ⁽³⁾ | \$0 | 02/06/2012 | | M | | 2,640 | | 03/15/2012 | 03/15/2012 ⁽²⁾ | Common Stock | 2,640 ⁽⁴⁾ | \$0 | 0 | D | |
| Restricted Stock Units ⁽³⁾ | \$0 ⁽¹⁾ | | | | | | | 02/01/2013 | 02/01/2013 ⁽²⁾ | Common Stock | 2,000 | | 2,000 | D | |
| Restricted Stock Units ⁽³⁾ | \$0 ⁽¹⁾ | | | | | | | 02/01/2014 | 02/01/2014 ⁽²⁾ | Common Stock | 3,000 | | 3,000 | D | |
| Stock Options (Right to Buy) | \$24.05 | | | | | | | 05/14/2013 | 05/14/2018 | Common Stock | 5,000 | | 5,000 | D | |

Explanation of Responses:

- Each Restricted Stock Unit exercises into 1 share of Common Stock.
- Restricted Stock Unit awards are a conditional promise to transfer a share at a specific future date and do not have an expiration date.
- The Restricted Stock Units are subject to forfeiture based on corporate performance criteria.
- Shares adjusted due to performance criteria.

Teresa A. Bartman, Attorney-in-Fact 02/08/2012

** 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.