

**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

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

1. Name and Address of Reporting Person* <u>Gavin Michael E</u>			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) <b>EVP &amp; CCO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/03/2015</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>85 S HUNTERS RIDGE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>WARSAW</u>	<u>IN</u>	<u>46582</u>					
(City)	(State)	(Zip)						

**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	02/03/2015		S		267	D	\$39.59	2,786	D	
Common Stock	02/03/2015		S		200	D	\$39.6	2,586	D	
Common Stock	02/03/2015		S		200	D	\$39.61	2,386	D	
Common Stock	02/03/2015		S		1,273	D	\$39.616	1,113	D	
Common Stock	02/03/2015		S		200	D	\$39.62	913	D	
Common Stock	02/03/2015		S		100	D	\$39.64	813	D	
Common Stock	02/03/2015		S		100	D	\$39.65	713	D	
Common Stock	02/03/2015		S		13	D	\$39.68	700	D	
Common Stock	02/03/2015		S		200	D	\$39.83	500	D	
Common Stock	02/03/2015		S		500	D	\$39.88	0	D	
Common Stock								7,857	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		Date Exercisable	Expiration Date					
Restricted Stock Units <sup>(1)</sup>	\$0 <sup>(2)</sup>						02/01/2016	02/01/2016 <sup>(3)</sup>	Common Stock	4,000	4,000	D	
Restricted Stock Units <sup>(1)</sup>	\$0 <sup>(2)</sup>						02/01/2017	02/01/2017 <sup>(3)</sup>	Common Stock	4,000	4,000	D	
Restricted Stock Units <sup>(1)</sup>	\$0 <sup>(2)</sup>						02/01/2018	02/01/2018 <sup>(3)</sup>	Common Stock	4,000	4,000	D	

**Explanation of Responses:**

- The Restricted Stock Units are subject to forfeiture based on corporate performance criteria.
- 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.

Teresa A. Bartman, Attorney-in-Fact

02/05/2015

\*\* 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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