

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0362 |
| Estimated average burden hours per response: | 1.0 |

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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>NIEMIER CHARLES 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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2004</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>1600 S. MEADOW DR.</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | (City) | (State) | (Zip) | | | | | |
| <u>WARSAW</u> | <u>IN</u> | <u>46580</u> | | | | | | |

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|----------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/31/2004 | | J ⁽¹⁾ | 53.99 | A | \$34.174 | 4,699.72 | D | |
| Common Stock | | | | | | | 1,610 | I | By Spouse |
| Common Stock | | | | | | | 1,848 | 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) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|--|--|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Stock Options (Right to buy) | \$13.5 | | | | | | 06/13/2005 | 06/13/2010 | Common Stock | 500 | 500 | D | |
| Stock Options (Right to buy) | \$13.625 | | | | | | 01/09/2006 | 01/09/2011 | Common Stock | 1,000 | 1,000 | D | |
| Stock Options (Right to buy) | \$15.125 | | | | | | 02/08/2005 | 02/08/2010 | Common Stock | 600 | 600 | D | |
| Stock Options (Right to buy) | \$19.4375 | | | | | | 02/09/2004 | 02/09/2009 | Common Stock | 575 | 575 | D | |
| Stock Options (Right to buy) | \$34.37 | | | | | | 12/09/2008 | 12/09/2013 | Common Stock | 500 | 500 | D | |
| Phantom Stock | \$0 | | | | | | 01/01/2003 | 01/01/2003 | Common Stock | 3,038.1 | 3,038.1 | D | |
| Phantom Stock | \$0 | | | | | | 01/07/2003 | 01/07/2013 | Common Stock | 297.4 | 297.4 | D | |
| Phantom Stock | \$0 | | | | | | 01/28/2003 | 01/28/2013 | Common Stock | 24.1 | 24.1 | D | |
| Phantom Stock | \$0 | | | | | | 04/28/2003 | 04/28/2013 | Common Stock | 23.4 | 23.4 | D | |
| Phantom Stock | \$0 | | | | | | 07/10/2003 | 07/10/2013 | Common Stock | 238 | 238 | D | |
| Phantom Stock | \$0 | | | | | | 07/30/2003 | 07/30/2013 | Common Stock | 20 | 20 | D | |

