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LAKELAND FINANCIAL CORP

Form 4 July 07, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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response...

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

Check this box

obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Toothaker Bradley J

2. Issuer Name and Ticker or Trading

Symbol

[LKFN]

LAKELAND FINANCIAL CORP

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First) (Middle) 3. Date of Earliest Transaction

below)

Issuer

10% Owner Other (specify

68748 SOUTH SHORE DR

(Month/Day/Year) 07/03/2014

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Officer (give title

X_ Director

Filed(Month/Day/Year)

3.

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

EDWARDSBURG, MI 49112

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

or Code V Amount (D) Price

(Instr. 3 and 4)

Common Stock

5,625

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactic Code (Instr. 8) | 5. Number Door Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration E (Month/Day | ate | 7. Title and A Underlying S (Instr. 3 and | Securities | | |
|---|---|--------------------------------------|---|--|---|----------------------------|--------------------|---|--|--------------|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| Phantom Stock | <u>(1)</u> | 07/03/2014 | | A | 545 | <u>(2)</u> | <u>(3)</u> | Common Stock | 545 | \$ 39.448 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Toothaker Bradley J 68748 SOUTH SHORE DR EDWARDSBURG, MI 49112 | X | | | | | | |

Signatures

Teresa A. Bartman, 07/07/2014 Attorney-in-Fact

**Signature of Reporting Person

Explanation of Responses:

- * 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).

Date

- (1) Each phantom stock unit exercises into 1 share of Common Stock.
- (2) Phantom stock is exercisableafter the directors' retirement as a Board member.
- (3) Phanton shares expire after the directors' retirement as a Board member.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2