FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| . 20549 | OMB APPROVAL |
|---------|--------------|
| | |

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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

| Name and Address of Reporting Person* <u>Pruitt Kristin</u> | | | | | | | | | | | | | | | | eck all applic Directo | cable) r | g Person(s) to Iss 10% C Other | | wner |
|--|---|--|---|---------|--|---|---|-------------------------------|--|--|--------|------------------------|----------------------------|---|--|---|---|---|--|--|
| (Last) (First) (Middle) LAKELAND FINANCIAL CORPORATION P.O. BOX 1387 | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 07/31/2019 | | | | | | | | | | below) | | | | респу |
| (Street) WARSA (City) | | | 46581-138 | _ 4. | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | Line | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (0.0) | | <u> </u> | ole I - Nor | n-Deriv | vativ | e Se | curit | ies A | can | ired. | Disr | osed o | f. or | Ben | eficiall | v Owned | <u> </u> | | | |
| 1. Title of Security (Instr. 3) 2. Tran Date (Month | | | saction | 1 | 2A. De Execut if any (Month | emed ion Da | te, | 3. Transa Code (I 8) | ction | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5) | | | l (A) or | 5. Amou Securitie Beneficia Owned F | 5. Amount of Securities Beneficially Owned Following | | : Direct r Indirect str. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | | Code | v | Amount | | (A) or (D) | Price | Transact | Reported Transaction(s) (Instr. 3 and 4) | | | (Instr. 4) | |
| Common Stock 07/3 | | | | 1/201 | 9 | | | | S | | 1,600 | | D | \$46 | 7, | 494 | | D | | |
| Common | ı Stock | | | | | | | | | | | | | | | 7, | 766 | I | | 401(k) Plan |
| | | | Table II - | | | | | | | | | sed of, onvertib | | | | Owned | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution I if any (Month/Day | Date, | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisab Expiration Date (Month/Day/Year) | | | le and | Amo Secu Und Deri | 7. Title and Amount of Securities Underlying Derivative Securit (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Numbe derivative Securities Beneficial Owned Following Reported Transacti (Instr. 4) | e s ully | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | | Code | v | (A) | (D) | Date | e rcisable | | oiration e | | | Amount or Number of Shares | | | | | |
| Restricted Stock Units ⁽¹⁾ | \$0 ⁽²⁾ | | | | | | | | 02/0 | 01/2020 | 02/ | 01/2020 ⁽³⁾ | | nmon ock | 5,400 | | 5,400 | 0 | D | |
| Restricted Stock Units ⁽¹⁾ | \$0 ⁽²⁾ | | | | | | | | 02/0 | 01/2021 | 02/ | 01/2021 ⁽³⁾ | | nmon ock | 5,700 | | 5,700 | 0 | D | |
| Restricted Stock | \$0 ⁽²⁾ | | | | | | | | 02/0 | 01/2022 | 02/ | 01/2022 ⁽³⁾ | | nmon ock | 6,000 | | 6,000 | 0 | D | |

Explanation of Responses:

- $1. \ The \ Restricted \ Stock \ Units \ are \ subject \ to \ for feiture \ based \ on \ corporate \ performance \ criteria.$
- 2. Each Restricted Stock Unit exercises into 1 share of Common Stock.
- 3. Restricted Stock Unit awards are a conditional promise to transfer a share at a specific futurue date and do not have an expiration date.

Teresa A. Bartman, Attorney-in-Fact

08/02/2019

** 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.