FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

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

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1. Name and Address of Reporting Person* TUCKER TERRY L			2. Issuer Name and Ticker or Trading Symbol LAKELAND FINANCIAL CORP [LKFN]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner							
(Last)	,	irst)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 05/07/2008								-	_	r (give title Other (Other (s		
1510 COUNTRY CLUB DR						If Amendment, Date of Original Filed (Month/Day/Year)									ndividual or 3	loint/Croun	Filing	(Chock An	nlicable
(Street)					4. '	ı Am	enume	iii, Dale	or Original	riieu	(IVIOIIIII/D	ау/ геа	')	Line	!)	·			
WARSA	W II	N	46580													Form filed by One Reporting Person Form filed by More than One Reporti Person			
(City)	(S	itate)	(Zip)																
		Tal	ole I - Noi	n-Deriv	ative	e Se	ecurit	ies A	cquired,	Dis	posed o	of, or	Bene	ficiall	y Owned				
1. Title of	Security (Ins	tr. 3)		2. Trans Date (Month/			if any	emed tion Date n/Day/Ye	Code (ities Ad d Of (D	quired () (Instr.	A) or 3, 4 and	5. Amou Securitie Benefici Owned F Reported	es ally Following	Form (D) o	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
									Code	v	Amount	(A) or D)	Price	Transact	Transaction(s) (Instr. 3 and 4)			(11301.4)
Common	Stock			05/0	7/200	8			M		1,85	0	Α	\$14	12	,410		D	
Common	Stock			05/0	7/200	8			S		1,05	0	D	\$24	11,	,360		D	
Common	Stock				5/07/2008				S		700		D	\$24.0	1 10,660		D		
Common	Stock			05/0	7/200	8			S		100		D	\$24.0	5 10	,560		D	_
Common	Stock														3,	832			by Mother
			Table II -						quired, D s, optior						Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	Date,	4. Transa Code (I B)		of Deri Seci Acq (A) o Disp	oosed D) tr. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amo of Securities Underlying Derivative Secur (Instr. 3 and 4)		curity	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	e S Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisabl		xpiration ate	Title	or Nu of	ımber					
Phantom Stock	(1)								07/12/200	5 0	7/12/2015	Comn		514		514		D	
Phantom Stock	(1)			\neg					04/26/200	5 04	4/26/2015	Comn	non	76		76		D	
Phantom Stock	(1)								10/25/200	5 10	0/25/2005	Comn		74		74		D	
Phantom Stock	(1)								07/26/200	5 0	7/26/2015	Comn		64		64		D	
Phantom Stock	\$0								01/01/200	3 0	1/01/2003	Comn		756.4		8,756.	4	D	
Phantom Stock	\$0								01/26/200	4 0	1/26/2014	Comn		52		52		D	
Phantom Stock	\$0								07/30/200	3 0	7/30/2013	Comn		56		56		D	
Phantom Stock	\$0								01/16/200	4 0	1/16/2014	Comn		553		553		D	
Phantom Stock	\$0								07/10/200	3 0	7/10/2013	Comn		529		529		D	
Phantom Stock	\$0								10/27/200	3 1	0/27/2013	Comn		56		56		D	
Phantom Stock	\$0								01/07/200	3 0	1/07/2013	Comn		94.6		594.6	5	D	
Phantom Stock	\$0								01/11/200	5 0	1/11/2015	Comn		510		510		D	
Phantom	\$0								01/28/200	3 0	1/28/2013	Comn	non	67.6		67.6		D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
Security or Exer (Instr. 3) Price o Derivat	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	Amount or Number of Shares				
Phantom Stock	\$0							10/26/2004	10/26/2014	Common Stock	68		68	D	
Phantom Stock	\$0							07/26/2004	07/26/2014	Common Stock	72		72	D	
Phantom Stock	\$0							04/28/2003	04/28/2013	Common Stock	67.4		67.4	D	
Phantom Stock	\$0							07/14/2004	07/14/2014	Common Stock	524		524	D	
Phantom Stock	\$0							04/28/2004	04/28/2014	Common Stock	68		68	D	
Phantom Stock	\$0							01/26/2005	01/26/2015	Common Stock	60		60	D	
Phantom Stock	(1)	05/07/2008		A		101		(2)	(3)	Common Stock	101	\$23.97	2,993	D	
Stock Options (Right to buy)	\$6.75							06/13/2005	06/13/2010	Common Stock	1,000		1,000	D	
Stock Options (Right to buy)	\$6.8125							01/09/2006	01/09/2011	Common Stock	2,000		2,000	D	
Stock Options (Right to buy)	\$7.5625							02/08/2005	02/08/2010	Common Stock	1,200		1,200	D	
Stock Options (Right to buy)	\$9.7188							02/09/2004	02/09/2009	Common Stock	1,150		1,150	D	
Stock Options (Right to buy)	\$17.185							12/09/2008	12/09/2013	Common Stock	1,000		1,000	D	
Stock Options (Right to buy)	\$19.96							12/11/2012	12/11/2017	Common Stock	1,000		1,000	D	
Stock Options (Right to	\$14	05/07/2008		М			1,850	05/12/2005	05/10/2008	Common Stock	1,850	\$0	0	D	

Explanation of Responses:

- 1. Each phantom stock unit exersises into 1 share of Common Stock.
- ${\it 2. Phantom stock is exercisable after the directors' retirement as a Board member.}$
- 3. Phantom shares expire after the directors' retirement as a Board member.

Teresa A. Bartman, Attorney-

in-Fact

05/08/2008

** 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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