

OMB APPROVAL	
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**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

<b>1. Name and Address of Reporting Person*</b> <u>TUCKER TERRY L</u>  (Last) (First) (Middle) <u>1510 COUNTRY CLUB DRIVE</u>  (Street) <u>WARSAW IN 46580</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>LAKELAND FINANCIAL CORP [ LKFN ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>07/26/2004</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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			

**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)				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					
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)	\$28							05/12/2003	05/10/2008	Common Stock	925	925	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	4,378.2	4,378.2	D	
Phantom Stock	\$0							01/07/2003	01/07/2013	Common Stock	297.3	297.3	D	
Phantom Stock	\$0							01/28/2003	01/28/2013	Common Stock	33.8	33.8	D	
Phantom Stock	\$0							04/28/2003	04/28/2013	Common Stock	33.7	33.7	D	
Phantom Stock	\$0							07/10/2003	07/10/2013	Common Stock	264.5	264.5	D	
Phantom Stock	\$0							07/30/2003	07/30/2013	Common Stock	28	28	D	
Phantom Stock	\$0							10/27/2003	10/27/2013	Common Stock	28	28	D	
Phantom Stock	\$0							01/16/2004	01/16/2014	Common Stock	276.5	276.5	D	

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock	\$0							01/26/2004	01/26/2014	Common Stock	26		26	D	
Phantom Stock	\$0							04/28/2004	04/28/2014	Common Stock	34		34	D	
Phantom Stock	\$0							07/14/2004	07/14/2014	Common Stock	262		262	D	
Phantom Stock	\$0 <sup>(1)</sup>	07/26/2004		A		36		07/26/2004 <sup>(2)</sup>	07/26/2014 <sup>(3)</sup>	Common Stock	36	\$31.49	36	D	

**Explanation of Responses:**

- Each phantom stock unit exercises into 1 share of Common Stock.
- Phantom stock is exercisable after the directors' retirement as a Board member.
- Phantom shares expire after the directors' retirement as a Board member.

Teresa A. Bartman, Attorney-in-Fact      07/27/2004

\*\* 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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