FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D C | 20540 |
|-------------|------|-------|
| wasnington, | D.C. | 20049 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | |
| Estimated average burden | | | | | | | | | |
| hours per response. | 0.5 | | | | | | | | |

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

| Phantom Stock | (1) | 02/05/2024 | | A | | 7 | | (2) | (3) | Common Stock | 7 | \$64.7749 | 884 | D | | |
|--|---|-------------------------------------|--|--|--|------------------------------|--|---------------------|--|---|--|--|--|--|--------|--|
| | | | | Cod | le V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | Date Execut (Month/Day/Year) if any | 3A. Deemed Execution Da if any (Month/Day/Y | Cod | Fransaction of Code (Instr. Derivative | | 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 Becurities 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) | | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | |
| | | | | | | | Code V | Amount | (A) o | r Price | Reported Transaction(s) (Instr. 3 and 4) | | | Instr. 4) | | |
| 1. Title of Security (Instr. 3) 2. Transac Date | | | . Transactio | ction 2A. Deemed Execution Date, | | 3. Transacti Code (Ins | Transaction Disposed Of (D) (Instr. 3, Code (Instr. 5) | | red (A) or | 5. Amount of Securities Beneficially Owned Following | | m: Direct or Indirect nstr. 4) | 7. Nature of Indirect Beneficial Ownership | | | |
| (City) | (St | , | (Zip) | [| Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | d to | | | | |
| (Street) WARSA | W IN | N 46581-1387 | | | Rule 10b5-1(c) Transaction Indication | | | | | | | Form filed by More than One Reporting Person | | | | |
| LAKELAND FINANCIAL CORPORATION P.O. BOX 1387 | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | Lin | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person | | | | | |
| (Last) | (Fi | rst) (| (Middle) | | 3. Date of Earliest Transaction (Month/Day/Year) 02/05/2024 | | | | | | | Officer below) | r (give title Other (spec below) | | pecify | |
| Name and Address of Reporting Person* PICHON EMILY E | | | | 2. Issuer Name and Ticker or Trading Symbol LAKELAND FINANCIAL CORP [LKFN] | | | | | N] Cr | Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | | | |

Explanation of Responses:

- 1. Each phantom stock unit exersises into 1 share of Common Stock.
- 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.

/s/ Becka J. Turnbow, Attorney-in-Fact

02/07/2024

** 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.