## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, [	D.C. 20549
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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)

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  FINDLAY DAVID M					2. Issuer Name and Ticker or Trading Symbol LAKELAND FINANCIAL CORP [ LKFN ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					ner	
(Last) (First) (Middle) 2828 E. PRESTWICK RD					3. Date of Earliest Transaction (Month/Day/Year) 03/10/2009								X Officer (give title Other (specify below)  Executive Vice president					pecify	
(Street) WINNIE	LAKE IN		46590 (Zip)		4. If	f Ame	ndment	, Date	e of Original F	Filed (	Month/Day	//Year)		6. Indi Line) X	Form fil	ed by One	e Repo	(Check Apporting Person	1
		Tal	ble I - Nor	n-Deriv	/ative	e Se	curitie	es A	cguired,	Disp	osed of	f, or Be	nefic	ially	Owned				
Table I - Non-Deriv  1. Title of Security (Instr. 3)  2. Trans Date (Month//						2A. Deemed Execution Da if any (Month/Day/Y		te, 3. Transac	4. Securi		ties Acquired (A)		or	5. Amour Securitie Beneficia Owned F	5. Amount of Securities Beneficially Owned Following Reported		n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	٧	Amount	(A) or (D)	Pri	ice	Transacti (Instr. 3 a	on(s) ind 4)			
Common	Stock														26,	000		D	
Common	Stock														5,4	144			401(k) Plan
Common Stock													2,000				By Spouse		
									quired, D ts, option						wned				
1. Title of Derivative	2. Conversion Oate (Month/Day/Year)  3. Transaction Date Execution Date, if any (Month/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year)			,		,		is, option	3, 0	JIIVEILID	nc sccc	ii iue:	>)						
Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	Execution D	l 4	I. Fransac Code (II	ction	5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr. and 5)	tive ties ed	6. Date Exer Expiration D (Month/Day/	cisabl		7. Title ar of Securi Underlyir Derivativ (Instr. 3 a	nd Amo ties ng e Secu	ount 8	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Security	Conversion or Exercise Price of Derivative	Date	Execution D	Pate, CYear) 8	1. Transac Code (Ir	ction	5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr.	tive ties ed	6. Date Exer Expiration D	cisabl Date Year)	le and	7. Title ar of Securi Underlyir Derivativ	nd Amo ties ng e Secu	ount sirity (	Derivative Security	derivative Securities Beneficia Owned Following Reported Transacti	e s ally g	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership
Security	Conversion or Exercise Price of Derivative	Date	Execution D	Pate, CYear) 8	1. Transac Code (Ir	ction nstr.	5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr. and 5)	nber tive ties red sed 3, 4	6. Date Exer Expiration D (Month/Day/	eisabl Date Year)	le and	7. Title ar of Securi Underlyir Derivativ (Instr. 3 a	Amo or Num of	ount ()	Derivative Security	derivative Securities Beneficia Owned Following Reported Transacti	e s ally g i ion(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership
Restricted Stock	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution D	Pate, CYear) 8	I. Fransac Code (II 3)	ction nstr.	5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr. and 5)	nber tive ties red sed 3, 4	6. Date Exer Expiration D (Month/Day/	Exp Date (03/2)	le and biration e	7. Title ar of Securi Underlyin Derivativ (Instr. 3 a	Amo or Num of Shar	ount sperification of the control of	Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s sally gg l ion(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership
Restricted Stock Units(2) Stock Options (Right to	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution D	Pate, CYear) 8	I. Fransac Code (II 3)	ction nstr.	5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr. and 5)	nber tive ties red sed 3, 4	6. Date Exer Expiration D (Month/Day/	Exp Dat 03/3	piration e	7. Title ar of Securi Underlyin Derivativ (Instr. 3 a	Amo or Num of Shar	bount	Derivative Security (Instr. 5)	derivative Securities Beneficial Owned Following Reported Transacti (Instr. 4)	e s s s s s s s s s s s s s s s s s s s	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership

## **Explanation of Responses:**

- 1. Restricted Stock Unit awards are a conditional promise to transfer a share at a specific futurue date and do not have an expiration date.
- 2. The Restricted Stock Units are subject to forfeiture based on corporate performance criteria.

Teresa A. Bartman, Attorneyin-Fact

03/27/2009

\*\* 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.