

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0362
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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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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* <u>NIEMIER CHARLES E</u>			2. Issuer Name and Ticker or Trading Symbol <u>LAKELAND FINANCIAL CORP [ LKFN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2006</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>P O BOX 587</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>WARSAW IN 46581-0587</u>								
(City) (State) (Zip)								

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/31/2005		J <sup>(1)</sup>	51.74	A	\$40.173	7,062.46	D	
Common Stock							1,848	I	401(k) plan
Common Stock							1,855	I	By Spouse

**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)
					(A)	(D)	Date Exercisable	Expiration Date					
Phantom Stock	(2)						10/25/2005	10/25/2005	Common Stock	28	28	D	
Phantom Stock	(2)						04/26/2005	04/26/2015	Common Stock	30	30	D	
Phantom Stock	(2)						07/12/2005	07/12/2015	Common Stock	252	252	D	
Phantom Stock	(2)						07/26/2005	07/26/2015	Common Stock	24	24	D	
Phantom Stock	(2)						(3)	(4)	Common Stock	345	345	D	
Phantom Stock	\$0						01/01/2003	01/01/2003	Common Stock	3,038.1	3,038.1	D	
Phantom Stock	\$0						01/07/2003	01/07/2013	Common Stock	297.4	297.4	D	
Phantom Stock	\$0						01/28/2003	01/28/2013	Common Stock	24.1	24.1	D	
Phantom Stock	\$0						04/28/2003	04/28/2013	Common Stock	23.4	23.4	D	
Phantom Stock	\$0						07/10/2003	07/10/2013	Common Stock	238	238	D	
Phantom Stock	\$0						07/30/2003	07/30/2013	Common Stock	20	20	D	
Phantom Stock	\$0						10/27/2003	10/27/2013	Common Stock	20	20	D	
Phantom Stock	\$0						01/16/2004	01/16/2014	Common Stock	241	241	D	
Phantom Stock	\$0						01/26/2004	01/26/2014	Common Stock	18	18	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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock	\$0						04/28/2004	04/28/2014	Common Stock	25		25	D	
Phantom Stock	\$0						07/14/2004	07/14/2014	Common Stock	294		294	D	
Phantom Stock	\$0						07/26/2004	07/26/2014	Common Stock	26		26	D	
Phantom Stock	\$0						10/26/2004	10/26/2014	Common Stock	25		25	D	
Phantom Stock	\$0						01/11/2005	01/11/2015	Common Stock	268		268	D	
Phantom Stock	\$0						01/26/2005	01/26/2015	Common Stock	22		22	D	
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)	\$34.37						12/09/2008	12/09/2013	Common Stock	500		500	D	

**Explanation of Responses:**

1. Dividend reinvestment for 2005.
2. Each phantom stock unit exercises into 1 share of Common Stock.
3. Phantom stock is exercisable after the directors' retirement as a Board member.
4. Phantom shares expire after the directors' retirement as a Board member.

Teresa A. Bartman, Attorney- 02/10/2006  
in-Fact

\*\* 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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