

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>LUDWIG ALLAN J</b>			2. Issuer Name and Ticker or Trading Symbol <b>LAKELAND FINANCIAL CORP [ LKFN ]</b>			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. Date of Earliest Transaction (Month/Day/Year) <b>08/05/2008</b>			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		
55755 COUNTRY RD 27			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>BRISTOL IN 46507</b>								
(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 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			
Common Stock								30,384	D	
Common Stock								4,000	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Phantom Stock	(1)							04/26/2005	04/26/2015	Common Stock 70		70	D	
Phantom Stock	(1)							07/12/2005	07/12/2015	Common Stock 464		464	D	
Phantom Stock	(1)							07/26/2005	07/26/2015	Common Stock 60		60	D	
Phantom Stock	(1)							10/25/2005	10/25/2005	Common Stock 66		66	D	
Phantom Stock	\$0							07/26/2004	07/26/2014	Common Stock 68		68	D	
Phantom Stock	\$0							01/07/2003	01/07/2013	Common Stock 561		561	D	
Phantom Stock	\$0							01/16/2004	01/16/2014	Common Stock 527		527	D	
Phantom Stock	\$0							01/26/2005	01/26/2015	Common Stock 58		58	D	
Phantom Stock	\$0							07/10/2003	07/10/2013	Common Stock 481		481	D	
Phantom Stock	\$0							01/26/2004	01/26/2014	Common Stock 48		48	D	
Phantom Stock	\$0							10/27/2003	10/27/2013	Common Stock 51		51	D	
Phantom Stock	\$0							04/28/2003	04/28/2013	Common Stock 63.4		63.4	D	
Phantom Stock	\$0							01/28/2003	01/28/2013	Common Stock 63.4		63.4	D	
Phantom Stock	\$0							04/28/2004	04/28/2014	Common Stock 64		64	D	
Phantom Stock	\$0							01/01/2003	01/01/2003	Common Stock 8,224.2		8,224.2	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							07/30/2003	07/30/2013	Common Stock	53		53	D	
Phantom Stock	\$0							07/14/2004	07/14/2014	Common Stock	450		450	D	
Phantom Stock	\$0							10/26/2004	10/26/2014	Common Stock	64		64	D	
Phantom Stock	\$0							01/11/2005	01/11/2015	Common Stock	402		402	D	
Phantom Stock	(1)	08/05/2008		A		117		(2)	(3)	Common Stock	117	\$20.64	3,840	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)	\$24.05							09/09/2008	05/14/2018	Common Stock	1,000		1,000	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      08/06/2008

\*\* 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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