## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average h	nurden							

0.5

hours per response:

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

								<u>Р</u> [ lk	(FN]		heck all app	licable)	ng Per	. ,	
							X Direct	Director		10% Owner					
	3. Date of Earliest Transaction (Month/Day/Year) 11/07/2016										Other (specify below)				
	4. If Amendment, Date of Original Filed (Month/Day/Year)							6.	. Individual or Joint/Group Filing (Check Applicable						
										Lin	- /	filed by C:-	. D	outing Da	
												,	•	Ü	
													io iila	One Repu	nung
1-Deriva	tive S	Secu	uritie	es Ac	quired,	Disp	osed	of, or	Bene	eficia	lly Owne	d			
Date	Execu Day/Year) if any		Execution Date, f any		Transaction Disposed Of (D Code (Instr. 5)					d Securit Benefic Owned	5. Amount of Securities Beneficially Owned Following		n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership	
					Code	v	Amoun	t (A) or (D)		Price	Transa	ction(s)			(Instr. 4)
											14	1,472		D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
Date, Tr	Transaction Code (Instr.		n of E		Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficiall Owned Following Reported	ly	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Co	ode V	,	(A)					Title	or Nu of	r umber f					
	A		59		(2)	十	(3)	Commo	on	59	\$36.3035	11,360 <sup>(4</sup>	4)	D	
	Derivati (e.g., pu ed 4. Date, C y/Year) 8)	3. Da 11/0  4. If A  2. Transaction Date (Month/Day/Year)  Derivative Se (e.g., puts, ca ed Date, y/Year)  4. Transact Code (in 8)	1. Derivative Secures (Month/Day/Year)  Derivative Secures (Month/Day/Year)  A lif Amen  2. Transaction Date (Month/Day/Year)  En if (Month/Day/Year)  A transaction Code (Instr. 8)	1. Derivative Securities  2. Transaction Date (Month/Day/Year)  Derivative Securities (e.g., puts, calls, warred) and the Date (e.g., puts, calls, warred) and t	3. Date of Earliest Trans 11/07/2016  4. If Amendment, Date of 2. Transaction Date (Month/Day/Year)  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V (A) (D)	3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original  4. If Amendment, Date of Original  4. If Amendment, Date of Original  2A. Deemed Execution Date, if any (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  Code  Code  Derivative Securities Acquired, D (e.g., puts, calls, warrants, option Code (Instr. 8)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code  Code V (A) (D) Date Exercisable	3. Date of Earliest Transaction (Month/E 11/07/2016  4. If Amendment, Date of Original Filed  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (if any (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  Code V  Derivative Securities Acquired, Dispode (e.g., puts, calls, warrants, options, code (Instr. 8)  4. Transaction Of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V  Code V (A) (D) Date Exercisable Date (Instr. 3)	3. Date of Earliest Transaction (Month/Day/Year)  11/07/2016  4. If Amendment, Date of Original Filed (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Instr. 9)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Instr. 9)  3. Transaction Date (Instr. 9)  4. Securities Acquired, Disposed of (Instr. 9)  Code V Amount (Month/Day/Year)  4. Securities Acquired (Instr. 9)  3. Transaction Date (Instr. 9)  Code V Amount (Month/Day/Year)  4. Securities Acquired (Instr. 9)  2. Transaction Date (Instr. 9)  3. Transaction Date (Instr. 9)  4. Securities Acquired (Instr. 9)  3. Transaction Date (Instr. 9)  4. Date Exercisable and Expiration Date (Month/Day/Year)  4. Transaction Disposed of (Instr. 9)  2. Transaction Date (Instr. 9)  3. Transaction Date (Instr. 9)  4. Transaction Disposed of (Instr. 9)  4. Transaction Date (Instr. 9)  5. Number of Date Exercisable and Expiration Date (Month/Day/Year)  4. Transaction Date (Instr. 9)  4. Transaction Date (Instr. 9)  5. Number of Date Exercisable Expiration Date (Instr. 9)  4. Transaction Date (Instr. 9)  4. Transaction Date (Instr. 9)  5. Number of Date Exercisable Expiration Date (Instr. 9)  6. Date Exercisable Expiration Date (Instr. 9)  6. Date Exercisable Date (Instr. 9)	3. Date of Earliest Transaction (Month/Day/Year)  11/07/2016  4. If Amendment, Date of Original Filed (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Code (Instr. 8)  Code V Amount (Month/Day/Year)  2. Transaction Code (Instr. 8)  Code V Amount (Month/Day/Year)  3. Transaction Disposed Of (D) (Disposed Of (D) (Instr. 3)  Code V Amount (Month/Day/Year)  4. Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V (A) (D) Date Exercisable Expiration Date (Instr. 3)  Code V (A) (D) Date Exercisable Title (Instr. 3)	3. Date of Earliest Transaction (Month/Day/Year)  11/07/2016  4. If Amendment, Date of Original Filed (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Code (Instr. 8)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Code (Instr. 8)  3. Transaction Code (Instr. 8)  Code V Amount (A) or (D)  2. Transaction Code (Instr. 8)  Code V Amount (A) or (D)  3. Transaction Code (Instr. 8)  Code V Amount (A) or (D)  Code (Instr. 3, 4 and 5)  Code (Instr. 3, 4 and 5)  Date Expiration Date (Instr. 3 and 4 and 5)  Code V (A) (D)  Date Expiration Date (Instr. 3 and 4 and 5)  Code V (A) (D)  Code V (A) (D)  Date Expiration Date (Instr. 3 and 4 and 5)  Code V (A) (D)  Cod	Code   V   (A)   (D)   Date   Expiration   Date   Code   V   (A)   (D)   Exercisable   Date   Code   V   (A)   (D)   Date   Expiration   Date   Code   V   (A)   (D)   Date   Exercisable   Expiration   Date   Code   V   (A)   (D)   Date   Exercisable   Expiration   Date   Code   V   (Code   (Code   V   (Code   (Code   V   (Code   (Code   V   (Code   V   (Code   V   (Code   V   (Code   V   (Code   (Code   V   (Code   V   (Code   (Code   V   (Code   (Code   (Code   V   (Code   (Code	LAKELAND FINANCIAL CORP   LKFN   Check all apply   X Direct	LAKELAND FINANCIAL CORP   LKFN     Check all applicable   X Director   Officer (give title below)	Code   V   (A)   (D)   Date   Code   V   (A)   (D)   Date   Code   V   (A)   (D)   Code   V   (A)   (D)   Code   V   (A)   (D)   Code   V   (A)   (D)   Date   Code   V   (A)   (A	LAKELAND FINANCIAL CORP   LKFN   Check all applicable   X Director 10% Or Officer (give title below)

## **Explanation of Responses:**

- 1. Each Phantom stock unit exercises 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.
- $4.\ To$  adjust share balance for additional shares received from stock split.

<u>Teresa A. Bartman, Attorney-in-Fact</u>

11/08/2016

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.