

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

LAKELAND
FINANCIAL CORPORATION

LAKELAND CAPITAL TRUST

(Exact name of registrant
as specified in its charter)

(Exact name of registrant
as specified in its charter)

Indiana

Delaware

(State of Incorporation
or Organization)

(State of Incorporation
or Organization)

35-1559596

35-2021126

(IRS Employer
Identification Number)

(IRS Employer
Identification Number)

202 East Center Street, P.O. Box 1387
Warsaw, Indiana 46581-1387

c/o Lakeland Financial Corporation
202 East Center Street,
P.O. Box 1387
Warsaw, Indiana 46581-1397

(Address of Principal
Executive Offices)

(Address of Principal
Executive Offices)

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A(c)(1), please check the following box. / /

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A(c)(2), please check the following box. / /

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
None.	Not Applicable.

Securities to be registered pursuant to Section 12(g) of the Act:

% Cumulative Trust Preferred Securities

(and the Guarantee with respect thereto)

(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

For a full description of the % Cumulative Trust Preferred Securities (the "Preferred Securities") issued by Lakeland Capital Trust, a Delaware statutory business trust (the "Trust"), and the guarantee with respect to the Preferred Securities issued by Lakeland Financial Corporation, an Indiana corporation (the "Company"), both of which are being registered hereby, reference is made to the information contained under the captions "Description of the Preferred Securities," "Description of the Subordinated Debentures," and "Description of the Guarantee" in the Prospectus that forms part of the Registration Statement (Registration Nos. 333-32679 and 333-32679-01) (the "Registration Statement") filed by the Company and the Trust with the Securities and Exchange Commission ("SEC") on August 1, 1997, under the Securities Act of 1933, as amended (the "Act"). The information contained in the Registration Statement and the Prospectus are incorporated herein by reference. Definitive copies of the Prospectus describing the Preferred Securities will be filed pursuant to Rule 430A or pursuant to an amendment to the Registration Statement under the Act and shall be deemed incorporated by reference into this Registration Statement on Form 8-A.

ITEM 2. EXHIBITS

- 2.1 Certificate of Trust of Lakeland Capital Trust. Incorporated by reference to Exhibit 4.3 to the Registration Statement.
- 2.2(a) Trust Agreement of Lakeland Capital Trust. Incorporated by reference to Exhibit 4.4 to the Registration Statement.
- 2.2(b) Form of Amended and Restated Trust Agreement of Lakeland Capital Trust. Incorporated by reference to Exhibit 4.5 to the Registration Statement.
- 2.3 Form of Preferred Security Certificate of Lakeland Capital Trust. Incorporated by reference to Exhibit 4.6 to the Registration Statement (included as an exhibit to Exhibit 4.5 to the Registration Statement).
- 2.4 Form of Preferred Securities Guarantee Agreement for Lakeland Capital Trust. Incorporated by reference to Exhibit 4.7 to the Registration Statement.
- 2.5 Form of Indenture between Lakeland Financial Corporation and State Street Bank and Trust Company, as Trustee. Incorporated by reference to Exhibit 4.1 to the Registration Statement.
- 2.6 Form of Subordinated Debenture. Incorporated by reference to Exhibit 4.2 to the Registration Statement (included as an exhibit to Exhibit 4.1 to the Registration Statement).

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrants have duly caused this Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized.

Dated: August 4, 1997

LAKELAND FINANCIAL
CORPORATION

LAKELAND CAPITAL TRUST

By: /s/ R. Douglas Grant

R. Douglas Grant
President

By: /s/ R. Douglas Grant

R. Douglas Grant
Trustee