

O'Neill Lisa M
Form 4
February 05, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
O'Neill Lisa M

2. Issuer Name **and** Ticker or Trading
Symbol
LAKELAND FINANCIAL CORP
[LKFN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
LAKELAND FINANCIAL
CORPORATION, P.O. BOX 1387

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2019

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP & CFO

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

WARSAW, IN 46581-1387

(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	02/01/2019		M		8,520	A \$ 0	25,276 D
Common Stock	02/01/2019		F		3,699	D \$ 45.32	21,577 D
Common Stock							770 I 401(k) Plan

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units ⁽¹⁾	\$ 0 ⁽²⁾	02/01/2019		M	8,520	02/01/2019 02/01/2019 ⁽³⁾	Common Stock 8,
Restricted Stock Units ⁽¹⁾	\$ 0 ⁽²⁾	02/05/2019		A	5,400	02/01/2022 02/01/2022 ⁽³⁾	Common Stock 5,
Restricted Stock Units ⁽¹⁾	\$ 0 ⁽²⁾					02/01/2020 02/01/2020 ⁽³⁾	Common Stock 5,
Restricted Stock Units ⁽¹⁾	\$ 0 ⁽²⁾					02/01/2021 02/01/2021 ⁽³⁾	Common Stock 5,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

O'Neill Lisa M
LAKELAND FINANCIAL CORPORATION
P.O. BOX 1387
WARSAW, IN 46581-1387

EVP & CFO

Signatures

Teresa A. Bartman,
Attorney-in-Fact 02/05/2019

 **Signature of Reporting Person

 Date

Explanation of Responses:

* 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).

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- (1) The Restricted Stock Units are subject to forfeiture based on corporate performance criteria.
- (2) Each Restricted Stock Unit exercises into 1 share of Common Stock.
- (3) Restricted Stock Unit awards are a conditional promise to transfer a share at a specific future date and do not have an expiration date.
- (4) Shares adjusted due to performance criteria.

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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