

LAKELAND FINANCIAL CORP
 Form 4
 May 28, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HIATT THOMAS

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)
500 W 62ND
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/05/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

INDIANAPOLIS, IN 46260

(City) (State) (Zip)

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

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

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	02/05/2014		J ⁽¹⁾		41.036	A \$ 35.9487	7,829.7613 D
Common Stock	05/05/2014		J ⁽¹⁾		45.057	A \$ 36.378	7,874.8183 D
Common Stock	05/23/2014		M		3,000	A \$ 25.6	10,874.8183 D
Common Stock	05/23/2014		M		1,000	A \$ 24.05	11,874.8183 D
Common Stock	05/23/2014		S		2,818	D \$ 36.06	9,056.8183 D

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Common Stock	603	I	By Spouse
Stock Awards ⁽²⁾	0	D	

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

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 25.6	05/23/2014		M	3,000	01/09/2012 01/09/2017	Common Stock	3,000
Stock Options (Right to Buy)	\$ 24.05	05/23/2014		M	1,000	05/14/2013 05/14/2018	Common Stock	1,000
Phantom Stock	⁽³⁾					⁽⁴⁾ ⁽⁵⁾	Common Stock	9,805

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIATT THOMAS 500 W 62ND INDIANAPOLIS, IN 46260	X			

Signatures

Teresa A. Bartman,
Attorney-in-Fact

05/28/2014

__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).
- (1) Dividend reinvestment for 2014.
- (2) The Restricted Stock Awards issued in December 2009 and January 2010 are no longer restricted.
- (3) Each phantom stock unit exercises into 1 share of Common Stock.
- (4) Phantom stock is exercisable after the directors' retirement as a Board member.
- (5) Phantom shares expire after the directors' retirement as a Board member.

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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