

LAKELAND FINANCIAL CORP  
 Form 4  
 May 16, 2008

**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 \*  
 STEININGER DONALD B

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/14/2008

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

6914 WOODCROFT

(Street)

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

FORT WAYNE, IN 46804

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock					26,835	D	
Common Stock					2,400	I	By Spouse

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 required to respond unless the form displays a currently valid OMB control number.**

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(1)					07/26/2005	07/26/2015	Common Stock	10
Phantom Stock	(1)					04/26/2005	04/26/2015	Common Stock	12
Phantom Stock	(1)					07/12/2005	07/12/2015	Common Stock	464
Phantom Stock	(1)					(2)	(3)	Common Stock	1,665
Phantom Stock	(1)					10/25/2005	10/25/2005	Common Stock	16
Phantom Stock	\$ 0					07/14/2004	07/14/2014	Common Stock	562
Phantom Stock	\$ 0					07/26/2004	07/26/2014	Common Stock	8
Phantom Stock	\$ 0					04/28/2004	04/28/2014	Common Stock	6
Phantom Stock	\$ 0					07/10/2003	07/10/2013	Common Stock	505
Phantom Stock	\$ 0					01/11/2005	01/11/2015	Common Stock	434
Phantom Stock	\$ 0					10/27/2003	10/27/2013	Common Stock	2
Phantom Stock	\$ 0					10/26/2004	10/26/2014	Common Stock	10
Phantom Stock	\$ 0					01/26/2004	01/26/2014	Common Stock	2
Phantom Stock	\$ 0					01/16/2004	01/16/2014	Common Stock	505
	\$ 0					01/26/2005	01/26/2015		8

