HUDSON DENNIS S III

Form 4

August 25, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **HUDSON DENNIS S III**

2. Issuer Name and Ticker or Trading

Symbol

SEACOAST BANKING CORP OF

Issuer (Check all applicable)

5. Relationship of Reporting Person(s) to

FLORIDA [SBCF]

X Director 10% Owner

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

08/23/2011

below)

X_ Officer (give title Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

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response...

SEACOAST BANKING CORP. OF FLORIDA, P.O. BOX 9012

(Street)

(First)

(Middle)

6. Individual or Joint/Group Filing(Check

Chairman & CEO

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

STUART FL 34995

510AK1, 1L 34773					Person						
	(City)	(State)	(Zip) Tab	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						ally 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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)		
	Common Stock	08/23/2011		A(1)	99,340	A	\$ 0	99,340	D		
	Common Stock							161,147.1305	D (2)		
	Common Stock							16,553	D (3)		
	Common Stock							336	D (4)		
	Common Stock							9,957	D (5)		

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	information contained in this formation contained in this formation contained in this formation.	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		
Reminder: Report on a separate line for each class of securitie	s beneficially owned directly or indirectly.			
Common Stock	1,400	I	Held by Spouse as Custodian for son	
Common Stock	1,121,778	I	Held by Sherwood Partners, Ltd, family partnership	
Common Stock	245,293	D (6)		

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

number.

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. Transacti Code (Instr. 8)	5. oriNumber 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock-settled Stock Appreciation Rights (7)	\$ 22.22					04/02/2009(8)	04/02/2017	Common Stock	73,135
Stock-settled Stock Appreciation Rights (7)	\$ 26.72					05/16/2008(8)	05/16/2016	Common Stock	27,600
Common Stock RIght to Buy (7)	\$ 22.4					12/21/2005 <u>(9)</u>	12/21/2014	Common Stock	30,000
Common Stock Right	\$ 17.08					11/17/2004(9)	11/17/2013	Common Stock	75,000

to Buy (7)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HUDSON DENNIS S III SEACOAST BANKING CORP. OF FLORIDA P.O. BOX 9012 STUART, FL 34995

Chairman & CEO

Signatures

Sharon Mehl as Power of Attorney for Dennis S. Hudson, III

08/25/2011

**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).
 - Represents unvested shares in performance based restricted stock award granted under Seacoast's 2008 Long-Term Incentive Plan on August 23, 2011 ("Grant Date"). These awards are subject to compliance with the EESA, and will vest in their entirety on the later of: i)
- the fifth anniversary of the Grant Date, provided Mr. Hudson is employed by the Company or a subsidiary on such date, and ii) the Company's attainment of an annual return on equity of 10% or more for any fiscal year starting after the Grant Date.
- (2) Represent shares held in the Company's Retirement Savings Plan as of June 30, 2011
 - Represents a restricted stock award granted under the Company's 2000 Long Term Incentive Plan to compensate Mr. Hudson for his loss in base salary as a result the Company's Salary and Benefits Committee's decision to limit executive officers' base salaries to \$500,000 as
- (3) long as the Company's equity securities issued to the U.S. Department of Treasury in accordance with the Capital Purchase Program (the "CPP") established under the Troubled Asset Relief Program ("TARP") remain outstanding. The restricted stock will vest and become freely transferable on the later of (i) the date when the Company has fully repaid all TARP assistance, or (ii) the second anniversary of the date of grant.
- (4) Represents unvested time-based restricted stock awards granted on 2/2/2007 under Seacoast's 2000 Long-Term Incentive Plan which shall vest on 2/2/2012, subject to continued employment.
- (5) Shares held in Trust
- (6) Shares held jointly with spouse
- (7) Granted pursuant to Seacoast Banking Corporation of Florida's 2000 Long-Term Incentive Plan
- (8) Vest over five years in 25% increments beginning on the second anniversary of the date of the grant (the date indicated) and each of the following three anniversaries thereafter, subject to continued employment
- (9) Vests over 5 years at the rate of 20% on the first anniversary of the date of grant (date indicated) and then at the rate of 20% on each of the following four anniversaries thereafter, subject to continued employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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