

LAKELAND FINANCIAL CORP  
 Form 4  
 December 12, 2007

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 LUDWIG ALLAN J

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)  
 12/10/2007

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

55755 COUNTRY RD 27

(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

BRISTOL, IN 46507

(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)
			Code	V	Amount or Price		
Common Stock	12/10/2007		S <sup>(1)</sup>		100	D	\$ 19.9532 37,884 D
Common Stock	12/10/2007		S <sup>(1)</sup>		800	D	\$ 19.96 37,084 D
Common Stock	12/10/2007		S <sup>(1)</sup>		161	D	\$ 19.9688 36,923 D
Common Stock	12/10/2007		S <sup>(1)</sup>		1,198	D	\$ 19.97 35,725 D
Common Stock	12/10/2007		S <sup>(1)</sup>		100	D	\$ 19.9701 35,625 D

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Common Stock	12/10/2007	S <sup>(1)</sup>	100	D	\$ 19.9766	35,525	D	
Common Stock	12/10/2007	S <sup>(1)</sup>	200	D	\$ 19.9854	35,325	D	
Common Stock	12/10/2007	S <sup>(1)</sup>	1,000	D	\$ 19.99	34,325	D	
Common Stock	12/10/2007	S <sup>(1)</sup>	1,341	D	\$ 20	32,984	D	
Common Stock	12/10/2007	S <sup>(1)</sup>	500	D	\$ 20.02	32,484	D	
Common Stock	12/10/2007	S <sup>(1)</sup>	300	D	\$ 20.04	32,184	D	
Common Stock	12/10/2007	S <sup>(1)</sup>	100	D	\$ 20.08	32,084	D	
Common Stock	12/10/2007	S <sup>(1)</sup>	300	D	\$ 20.09	31,784	D	
Common Stock	12/10/2007	S <sup>(1)</sup>	300	D	\$ 20.0944	31,484	D	
Common Stock	12/10/2007	S <sup>(1)</sup>	100	D	\$ 20.11	31,384	D	
Common Stock	12/10/2007	S <sup>(1)</sup>	500	D	\$ 20.14	30,884	D	
Common Stock	12/10/2007	S <sup>(1)</sup>	300	D	\$ 20.19	30,584	D	
Common Stock	12/10/2007	S <sup>(1)</sup>	200	D	\$ 20.21	30,384	D	
Common Stock						4,000	I	By Spouse

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

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(9-02)

**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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P... Deri... Secu... (Inst...
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Disposed  
of (D)  
(Instr. 3,  
4, and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock			<u>(2)</u>		<u>(3)</u>	<u>(4)</u>	Common Stock	2,432
Phantom Stock			<u>(2)</u>		04/26/2005	04/26/2015	Common Stock	70
Phantom Stock			<u>(2)</u>		07/26/2005	07/26/2015	Common Stock	60
Phantom Stock			<u>(2)</u>		07/12/2005	07/12/2015	Common Stock	464
Phantom Stock			<u>(2)</u>		10/25/2005	10/25/2005	Common Stock	66
Phantom Stock			\$ 0		07/26/2004	07/26/2014	Common Stock	68
Phantom Stock			\$ 0		01/07/2003	01/07/2013	Common Stock	561
Phantom Stock			\$ 0		01/16/2004	01/16/2014	Common Stock	527
Phantom Stock			\$ 0		01/26/2005	01/26/2015	Common Stock	58
Phantom Stock			\$ 0		07/10/2003	07/10/2013	Common Stock	481
Phantom Stock			\$ 0		01/26/2004	01/26/2014	Common Stock	48
Phantom Stock			\$ 0		10/27/2003	10/27/2013	Common Stock	51
Phantom Stock			\$ 0		04/28/2003	04/28/2013	Common Stock	63.4
Phantom Stock			\$ 0		01/28/2003	01/28/2013	Common Stock	63.4
Phantom Stock			\$ 0		04/28/2004	04/28/2014	Common Stock	64
Phantom Stock			\$ 0		01/01/2003	01/01/2003	Common Stock	8,224.2
Phantom Stock			\$ 0		07/30/2003	07/30/2013	Common Stock	53
			\$ 0		07/14/2004	07/14/2014		450

Phantom Stock					Common Stock	
Phantom Stock	\$ 0	10/26/2004	10/26/2014		Common Stock	64
Phantom Stock	\$ 0	01/11/2005	01/11/2015		Common Stock	402
Stock Options (Right to buy)	\$ 6.75	06/13/2005	06/13/2010		Common Stock	1,000
Stock Options (Right to buy)	\$ 6.8125	01/09/2006	01/09/2011		Common Stock	2,000
Stock Options (Right to buy)	\$ 7.5625	02/08/2005	02/08/2010		Common Stock	1,200
Stock Options (Right to buy)	\$ 9.7188	02/09/2004	02/09/2009		Common Stock	1,150
Stock Options (Right to buy)	\$ 14	05/12/2003	05/10/2008		Common Stock	1,850
Stock Options (Right to buy)	\$ 17.185	12/09/2008	12/09/2013		Common Stock	1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUDWIG ALLAN J 55755 COUNTRY RD 27 BRISTOL, IN 46507	X			

## Signatures

Teresa A. Bartman,  
Attorney-in-Fact

12/12/2007

\_\_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) The sale transaction occurred for tax and estate planning purposes.
- (4) Phantom shares expire after the directors' retirement as a Board member.
- (3) Phantom stock is exercisable after the directors' retirement as a Board member.
- (2) Each phantom stock unit exercises into 1 share of Common Stock.

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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