

LAKELAND FINANCIAL CORP  
 Form 5  
 February 10, 2012

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2011

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

500 W 62ND

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

INDIANAPOLIS, IN 46260

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|--|--|---|
|                                 |                                      |  |                                | (A) Amount  | or (D) | Price      |  |  |   |
| Common Stock                    | 10/25/2011                           | Â  | G                              | 270   | D      | \$ 0       | 4,243.8242   | D  | Â   |
| Common Stock                    | 11/07/2011                           | Â  | J4 <sup>(1)</sup>              | 25.664  | A      | \$ 23.4186 | 4,243.8242   | D  | Â   |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â      | Â          | 600  | I  | By Spouse   |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date | Title   |                               |
| Phantom Stock                              | ^  | ^                                    | ^  | ^                              | ^ ^   | ^ (4)  | ^ (3)           | Common Stock  | 5,665                         |
| Stock Options (Right to Buy)               | \$ 25.6  | ^                                    | ^  | ^                              | ^ ^   | 01/09/2012   | 01/09/2017      | Common Stock  | 3,000                         |
| Stock Options (Right to Buy)               | \$ 24.05   | ^                                    | ^  | ^                              | ^ ^   | 05/14/2013   | 05/14/2018      | Common Stock  | 1,000                         |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HIATT THOMAS<br>500 W 62ND<br>INDIANAPOLIS, IN 46260 | ^ X           | ^         | ^       | ^     |

## Signatures

Teresa A. Bartman,  
Attorney-in-Fact

02/10/2012

\*\*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 2011.

(2) Each phantom stock unit exercises into 1 share of Common Stock.

(3) Phantom shares expire after the directors' retirement as a Board member.

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(4) Phantom stock is exercisable after the directors' retirement as a Board member.

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