

Gavin Michael E  
 Form 5  
 February 13, 2013

**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 \*  
 Gavin Michael E

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)  
 12/31/2012

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 EVP & CCO

85 S HUNTERS RIDGE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

WARSAW, IN 46582

(City) (State) (Zip)

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock                    | 12/31/2012                           | ^  | J4 <sup>(1)</sup>              | 473 A   | \$ 25.98   | 6,844 I  | 401(k) Plan   |
| Common Stock                    | ^                                    | ^  | ^                              | ^ ^ ^   | 57   | D  | ^   |

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

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SEC 2270 (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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------------------------|---|----------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date           | Title   | Amount or Number of Shares |
| Restricted Stock Units <sup>(2)</sup>      | \$ 0 <sup>(3)</sup>                                    | Â                                    | Â  | Â                              | Â Â   | 02/01/2013   | 02/01/2013 <sup>(4)</sup> | Common Stock  | 1,220                      |
| Restricted Stock Units <sup>(2)</sup>      | \$ 0 <sup>(3)</sup>                                    | Â                                    | Â  | Â                              | Â Â   | 02/01/2014   | 02/01/2014 <sup>(4)</sup> | Common Stock  | 1,000                      |
| Restricted Stock Units <sup>(2)</sup>      | \$ 0 <sup>(3)</sup>                                    | Â                                    | Â  | Â                              | Â Â   | 02/01/2015   | 02/01/2015 <sup>(4)</sup> | Common Stock  | 4,000                      |
| Stock Options (Right to Buy)               | \$ 24.05   | Â                                    | Â  | Â                              | Â Â   | 05/14/2013   | 05/14/2018                | Common Stock  | 1,000                      |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| Gavin Michael E<br>85 S HUNTERS RIDGE<br>WARSAW, IN 46582 | Â             | Â         | Â EVP & CCO | Â     |

## Signatures

Teresa A. Bartman,  
Attorney-in-Fact

02/13/2013

\*\*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) Salary redirection to 401(k) plan for 2012.

(2) The Restricted Stock Units are subject to forfeiture based on corporate performance criteria.

(3) Each Restricted Stock Unit exercises into 1 share of Common Stock.

(4) Restricted Stock Unit awards are a conditional promise to transfer a share at a specific future date and do not have an expiration date.

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