

LAKELAND BANCORP INC
 Form 4
 January 27, 2003

FORM 4

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

OMB APPROVAL

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

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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

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 www.section16.net

1. Name and Address of Reporting Person* Fredericks, John W. (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol Lakeland Bancorp, Inc. - LBAI			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below) Chairman of the Board		
c/o Lakeland Bancorp, Inc. 250 Oak Ridge Road			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year 1/27/03		
(Street) Oak Ridge, NJ 07438			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
		Code	V	Amount	(A) or (D)	Price											
Common Stock											234,561 ⁽¹⁾		D				
Common Stock			1-24-03				J ⁽²⁾		11,000		D		140,944 ⁽³⁾		I		By Wife
Common Stock													116,618 ⁽⁴⁾		I		Held by trust of which Mr. Fredericks is a trustee
Common Stock			1-24-03				J ⁽⁵⁾		11,000		A		11,000		I		Held by Fredericks Fuel & Heating Service in which Mr. Fredericks is President.

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 & 5)		6. Date Exercisable and Expiration Date Month/Day/Year		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

(1) Includes 11,128 shares acquired as part of a 5% stock dividend paid by the Company on November 15, 2002 to shareholders of record October 31, 2002 and 859 shares acquired as part of the Company's Dividend Reinvestment Plan.

(2) On January 24, 2003, 11,000 shares were transferred from the account of Jane Fredericks to the account of Fredericks Fuel & Heating Service.

(3) Includes 7,233 shares acquired as part of a 5% stock dividend paid by the Company on November 15, 2002 to shareholders of record October 31, 2002 and 40 shares acquired as part of the Company's Dividend Reinvestment Plan.

(4) Includes 5,527 shares acquired as part of a 5% stock dividend paid by the Company on November 15, 2002 to shareholders of record October 31, 2002 and 537 shares acquired as part of the Company's Dividend Reinvestment Plan.

(5) On January 24, 2003, 11,000 shares were transferred from the account of Jane Fredericks to the account of Fredericks Fuel & Heating Service.

By: /s/ **Harry Cooper, Power of Attorney**

1-27-03

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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