

LAKELAND BANCORP INC
 Form 4/A
 November 10, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 MCCLURE STEWART E JR

2. Issuer Name and Ticker or Trading Symbol
 LAKELAND BANCORP INC
 [LBAI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/31/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Reg Pres of Lakeland Bank

C/O LAKELAND BANCORP,
 INC., 250 OAK RIDGE ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/02/2016

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

OAK RIDGE, NJ 07438

(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	(A) or (D)	Price
Common Stock	10/31/2016		M		4,847	A	\$ 9.2 144,802
Common Stock	10/31/2016		M		13,188	A	\$ 5.99 157,990
Common Stock	10/31/2016		M		12,560	A	\$ 7.83 170,550
Common Stock	10/31/2016		M		10,048	A	\$ 6.25 180,598
Common Stock	10/31/2016		S	V	35,796	D	\$ 14.2 144,802 ⁽¹⁾

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

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SEC 1474
(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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 9.2	10/31/2016		M	4,847	05/31/2013	05/23/2017	Common Stock	4,847
Stock Option (right to buy)	\$ 5.99	10/31/2016		M	13,188	05/31/2013	02/01/2020	Common Stock	13,188
Stock Option (right to buy)	\$ 7.83	10/31/2016		M	12,560	05/31/2013	02/02/2021	Common Stock	12,560
Stock Option (right to buy)	\$ 6.25	10/31/2016		M	10,048	05/31/2013	10/25/2021	Common Stock	10,048

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCLURE STEWART E JR C/O LAKELAND BANCORP, INC. 250 OAK RIDGE ROAD OAK RIDGE, NJ 07438			Reg Pres of Lakeland Bank	

Signatures

Patricia
Backman, POA

11/10/2016

__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).

Includes 28,524 RSU's that have not yet vested. 1,412 shares previously reported as indirect ownership are no longer reportable, as the
(1) beneficial ownership "held by spouse as custodian for children" no longer applies since children are now of legal age and not living with parents.

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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