

SEACOAST BANKING CORP OF FLORIDA
 Form 4
 August 25, 2016

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 *
 HUDSON DENNIS S III

2. Issuer Name and Ticker or Trading Symbol
 SEACOAST BANKING CORP OF FLORIDA [SBCF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

SEACOAST BANKING CORP. OF FLORIDA, P.O. BOX 9012

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

(Street)
 STUART, FL 34995

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	08/23/2016		F ⁽¹⁾	5,434 D \$ 16.17	0	D	
Common Stock					64,180	D ⁽²⁾	
Common Stock					14,454	D	
Common Stock					21,915	D ⁽³⁾	
Common Stock					30,933.66	D ⁽⁴⁾	

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Common Stock	49,386	D ⁽⁵⁾	
Common Stock	224,356	I	Held by Sherwood Partners, Ltd, family partnership
Common Stock	280	I	Held by Spouse as Custodian for son
Common Stock	20	I	Held by son

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)	Amount or Number of Shares	
				Code V (A) (D)		Date Exercisable	Expiration Date	Title	
Common Stock Right to Buy ⁽⁶⁾	\$ 14.82					⁽⁷⁾	02/28/2024	Common Stock	51,95
Common Stock Right to Buy ⁽⁶⁾	\$ 12.63					⁽⁸⁾	01/28/2023	Common Stock	17,97
Common Stock Right to Buy ⁽⁶⁾	\$ 10.54					04/29/2015 ⁽⁹⁾	04/29/2024	Common Stock	50,00
Common Stock Right	\$ 11					06/28/2014 ⁽¹⁰⁾	06/27/2023	Common Stock	19,40

to Buy ⁽⁶⁾

Stock-settled
Stock
Appreciation
Rights ⁽¹¹⁾

\$ 111.1

04/02/2012⁽¹²⁾ 04/01/2017

Common
Stock 14,62

Stock-settled
Stock
Appreciation
Rights ⁽¹¹⁾

\$ 133.6

05/16/2011⁽¹²⁾ 05/15/2016

Common
Stock 5,52

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUDSON DENNIS S III SEACOAST BANKING CORP. OF FLORIDA P.O. BOX 9012 STUART, FL 34995	X		Chairman & CEO	

Signatures

Sharon Mehl as Power of Attorney for Dennis S.
Hudson, III

08/25/2016

^{**}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).
- (1) Represents shares in performance based restricted stock award granted under Seacoast's 2008 Long-Term Incentive Plan on August 23, 2011. These awards vested in their entirety on August 23, 2016.
- (2) Represents shares subject to performance-based restricted stock units ("PSUs") granted on June 28, 2013, that were subject to performance requirements over a period ending December 31, 2015. On Feb. 29, 2016, the Company's Compensation Committee certified the number of shares attained based on the performance criteria. These shares now vest in one-third increments each year on Dec. 31, 2016, 2017 and 2018, provided the recipient remains in continuous service with the Company on each such vesting date.
- (3) Shares held in Trust
- (4) Represent shares held in the Company's Retirement Savings Plan as of December 31, 2015
- (5) Shares held jointly with spouse
- (6) Granted pursuant to Seacoast Banking Corporation of Florida's 2013 Incentive Plan
- (7) Two tiered vesting. First, performance vesting must be met which requires that: 1) the market price of Seacoast common stock increases to 120% or more of the exercise price; and 2) Seacoast's Tier 1 Capital must be equal to or greater than the regulatory standard. Once performance criteria is met, option shall vest in equal installments at the end of each month over the next 48 months, provided that Optionee remains in Continuous Service on each applicable vesting date.
- (8) Two tiered vesting. Performance criteria met and time-based vesting began on 7/1/15. Option vests in equal installments at the end of each month over the next 48 months, provided that Optionee remains in Continuous Service on each applicable vesting date.
- (9) Vests over 3 years in one-third increments each anniversary of the date of grant beginning on the first anniversary of the date of grant (the date indicated), subject to continued employment.
- (10)

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Vests over 5 years at the rate of 20% on the first anniversary of the date of grant (the date indicated) and then at the rate of 20% on each of the following four anniversaries thereafter, subject to continue employment.

(11) Granted pursuant to Seacoast Banking Corporation of Florida's 2000 Long-Term Incentive Plan

(12) Date fully vested

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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