

LAKELAND FINANCIAL CORP  
 Form 4  
 May 16, 2008

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**WELCH M SCOTT**

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. Date of Earliest Transaction (Month/Day/Year)  
**05/14/2008**

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

**6 LONGWOOD COURT**

(Street)

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

**ELKHART, IN 46516**

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					12,600	D	
Common Stock					1,400	I	By Spouse

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

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SEC 1474 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Phantom Stock	(1)					04/26/2005 04/26/2015	Common Stock 44
Phantom Stock	(1)					07/12/2005 07/12/2015	Common Stock 432
Phantom Stock	(1)					10/25/2005 10/25/2005	Common Stock 44
Phantom Stock	(1)					07/26/2005 07/26/2015	Common Stock 36
Phantom Stock	(1)					(2) (3)	Common Stock 3,365
Phantom Stock	\$ 0					01/16/2004 01/16/2014	Common Stock 466
Phantom Stock	\$ 0					04/28/2004 04/28/2014	Common Stock 38
Phantom Stock	\$ 0					07/26/2004 07/26/2014	Common Stock 40
Phantom Stock	\$ 0					01/01/2003 01/01/2003	Common Stock 4,169.8
Phantom Stock	\$ 0					01/28/2003 01/28/2013	Common Stock 34.6
Phantom Stock	\$ 0					07/14/2004 07/14/2014	Common Stock 562
Phantom Stock	\$ 0					01/26/2005 01/26/2015	Common Stock 36
Phantom Stock	\$ 0					01/26/2004 01/26/2014	Common Stock 26
Phantom Stock	\$ 0					04/28/2003 04/28/2013	Common Stock 33
Phantom Stock	\$ 0					10/26/2004 10/26/2014	Common Stock 38

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Phantom Stock	\$ 0				07/30/2003	07/30/2013	Common Stock	28	
Phantom Stock	\$ 0				01/07/2003	01/07/2013	Common Stock	594.6	
Phantom Stock	\$ 0				01/11/2005	01/11/2015	Common Stock	458	
Phantom Stock	\$ 0				07/10/2003	07/10/2013	Common Stock	476	
Phantom Stock	\$ 0				10/27/2003	10/27/2013	Common Stock	30	
Stock Options (Right to buy)	\$ 6.75				06/13/2005	06/13/2010	Common Stock	1,000	
Stock Options (Right to buy)	\$ 6.8125				01/09/2006	01/09/2011	Common Stock	2,000	
Stock Options (Right to buy)	\$ 7.5625				02/08/2005	02/08/2010	Common Stock	1,200	
Stock Options (Right to buy)	\$ 9.7188				02/09/2004	02/09/2009	Common Stock	1,150	
Stock Options (Right to buy)	\$ 17.185				12/09/2008	12/09/2013	Common Stock	1,000	
Stock Options (Right to buy)	\$ 24.05	05/14/2008		A	1,000	05/14/2013	05/14/2018	Common Stock	1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WELCH M SCOTT 6 LONGWOOD COURT ELKHART, IN 46516	X			

## Signatures

Teresa A. Bartman,  
Attorney-in-Fact

05/16/2008

\_\_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).
- (3) Phantom shares expire after the directors' retirement as a Board member.
- (4) On 12/13/07, options were incorrectly reported as granted on 12/11/07. Those options were not granted at that time and the reporting person was granted options on 5/14/08, which are reported on this Form 4.
- (2) Phantom stock is exercisable after the directors' retirement as a Board member.
- (1) Each phantom stock unit exercises into 1 share of Common Stock.

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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