

LAKELAND FINANCIAL CORP  
 Form 5  
 February 13, 2013

# FORM 5

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

OMB APPROVAL

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 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 \*  
**HIATT THOMAS**

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**LAKELAND FINANCIAL CORP [LKFN]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2012

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Reporting  
 (check applicable line)  
 Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

500 W 62ND  
 (Street)

INDIANAPOLIS, IN 46260  
 (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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--|--|---|
|                                 |                                      |  |                                | Amount  | (A) or (D) | Price  |  |   |
| Common Stock                    | 12/31/2012                           | Â  | J4 <sup>(1)</sup>              | 37.022  | A          | \$ 25.9748   | 6,048.4113 D   | Â   |
| Common Stock                    | 11/05/2012                           | Â  | J4 <sup>(1)</sup>              | 36.542  | A          | \$ 26.1462   | 6,048.4113 D   | Â   |
| Common Stock                    | 12/31/2012                           | Â  | J4 <sup>(1)</sup>              | 3.7475  | A          | \$ 25.98   | 6,048.4113 D   | Â   |
| Common Stock                    | 12/31/2012                           | Â  | J4 <sup>(1)</sup>              | 10.2966   | A          | \$ 25.98   | 6,048.4113 D   | Â   |

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|              |   |   |   |   |   |   |     |   |           |
|--------------|---|---|---|---|---|---|-----|---|-----------|
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 600 | I | By Spouse |
|--------------|---|---|---|---|---|---|-----|---|-----------|

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Stock                              | ^  | ^                                    | ^  | ^                              | ^ ^   | ^ (3)     ^ (4)  | Common Stock  | 7,302                         |
| Stock Options (Right to Buy)               | \$ 25.6  | ^                                    | ^  | ^                              | ^ ^   | 01/09/2012   01/09/2017                                  | Common Stock  | 3,000                         |
| Stock Options (Right to Buy)               | \$ 24.05   | ^                                    | ^  | ^                              | ^ ^   | 05/14/2013   05/14/2018                                  | Common Stock  | 1,000                         |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HIATT THOMAS<br>500 W 62ND<br>INDIANAPOLIS, IN 46260 | ^ X           | ^         | ^       | ^     |

## 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) Dividend reinvestment for 2012.
- (2) Each phantom stock unit exercises into 1 share of Common Stock.
- (3) Phantom stock is exercisable after the directors' retirement as a Board member.
- (4) Phantom shares expire after the directors' retirement as a Board member.

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