

SEACOAST BANKING CORP OF FLORIDA
 Form 4
 March 02, 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 *
 Shaffer Charles M

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)
 SEACOAST BANKING CORPORATION OF FLORIDA, P. O. BOX 9012
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/29/2016

____ Director
 ____ Officer (give title below) Other (specify below)
 EVP of subsidiary

STUART, FL 34995
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/29/2016 | | A ⁽¹⁾ | V Amount \$0 ⁽¹⁾ | 24,504 | D ⁽¹⁾ | |
| Common Stock | | | | | 37 | D | |
| Common Stock | | | | | 778 | D ⁽²⁾ | |
| Common Stock | | | | | 705.433 | D ⁽³⁾ | |
| | | | | | 2,120 | D ⁽⁴⁾ | |

Common
Stock

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

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(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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Common Stock Right to Buy ⁽⁵⁾ | \$ 14.82 | 02/29/2016 | | A | 21,255 | ⁽⁶⁾ | 02/28/2024 | Common Stock |
| Common Stock Right to Buy ⁽⁵⁾ | \$ 12.63 | | | | | ⁽⁷⁾ | 01/28/2023 | Common Stock |
| Common Stock Right to Buy ⁽⁵⁾ | \$ 10.54 | | | | | 04/29/2015 ⁽⁸⁾ | 04/29/2024 | Common Stock |
| Common Stock Right to Buy ⁽⁵⁾ | \$ 11 | | | | | 06/28/2014 ⁽⁹⁾ | 06/28/2023 | Common Stock |
| Stock-Settled Stock Appreciation Right ⁽¹⁰⁾ | \$ 111.1 | | | | | 04/02/2012 ⁽¹¹⁾ | 04/02/2017 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Shaffer Charles M
SEACOAST BANKING CORPORATION OF FLORIDA

EVP of subsidiary

P. O. BOX 9012
STUART, FL 34995

Signatures

/s/ Sharon Mehl as Power of Attorney for Charles A.
Shaffer

03/02/2016

__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).
Represents shares subject to performance-based restricted stock units ("PSUs") granted on June 28, 2013 and August 1, 2014, 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.
- (1) Held in Seacoast's Employee Stock Purchase Plan as of December 31, 2015
- (2) Share equivalents held in Company's Retirement Savings Plan as of December 31, 2015
Represents unvested shares in time-based restricted stock award granted under Seacoast's 2008 Long-Term Incentive Plan on August 23, 2011 ("Grant Date"). This award vests in its entirety on August 23, 2016, provided Mr. Shaffer is employed by the Company or a subsidiary on such date.
- (3) Granted pursuant to Seacoast Banking Corporation of Florida's 2013 Incentive Plan
Two tiered vesting. First, performance vesting must be met which requires that: 1) the market price of Seacoast common stock must increase 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.
- (4) 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.
- (5) Performance vesting criteria has been met. Option vests in equal installments beginning on 7/1/2015 over the following 48 months, provided the Optionee remains in continuous service on each applicable vesting date.
- (6) 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.
- (7) 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 continued employment.
- (8) Granted pursuant to Seacoast Banking Corporation of Florida's 2000 Long-Term Incentive Plan
- (9) Date fully vested
- (10) Date fully vested
- (11) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.