

LAKELAND FINANCIAL CORP  
 Form 5  
 February 13, 2014

**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 \*  
**FINDLAY DAVID M**

(Last) (First) (Middle)

**2828 E. PRESTWICK RD**

(Street)

**WINNIE LAKE, IN 46590**

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2013**

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)  
**President & CFO**

6. Individual or Joint/Group Reporting  
 (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 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	12/31/2013	^	J <sup>(1)</sup>	1,390	A	\$ 30.18	13,892	I	401(k) Plan
Common Stock	^	^	^	^	^	^	49,788	D	^
Common Stock	^	^	^	^	^	^	2,000	I	By Spouse

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

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SEC 2270 (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)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <sup>(2)</sup>	\$ 0 <sup>(3)</sup>	Â	Â	Â	Â Â	02/01/2015	02/01/2015 <sup>(4)</sup>	Common Stock	8,000
Restricted Stock Units <sup>(2)</sup>	\$ 0 <sup>(3)</sup>	Â	Â	Â	Â Â	02/01/2014	02/01/2014 <sup>(4)</sup>	Common Stock	9,360
Restricted Stock Units <sup>(2)</sup>	\$ 0 <sup>(3)</sup>	Â	Â	Â	Â Â	02/01/2016	02/01/2016 <sup>(4)</sup>	Common Stock	10,000
Stock Options (Right to Buy)	\$ 24.05	Â	Â	Â	Â Â	05/14/2013	05/14/2018	Common Stock	10,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

FINDLAY DAVID M  
2828 E. PRESTWICK RD  
WINNIE LAKE, IN 46590

Director 10% Owner Officer Other

Â Â Â President & CFO Â

## Signatures

Teresa A. Bartman,  
Attorney-in-Fact

02/13/2014

\*\*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) Salary redirection to 401(k) plan for 2013.

(2) The Restricted Stock Units are subject to forfeiture based on corporate performance criteria.

(3) Each Restricted Stock Unit exercises into 1 share of Common Stock.

(4) Restricted Stock Unit awards are a conditional promise to transfer a share at a specific future date and do not have an expiration date.

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