

LAKELAND FINANCIAL CORP  
 Form 4  
 October 26, 2004

**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 \*  
 NIEMIER CHARLES E

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)  
 1600 S. MEADOW DR.  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/26/2004

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

WARSAW, IN 46580  
 (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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/26/2004		P		12	A	\$ 35.3	4,245.73	D	
Common Stock	10/26/2004		P		8	A	\$ 35.3	1,460	I	By Spouse
Common Stock								1,848	I	401(k) plan

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)
				Code	V (A) (D)	Date Exercisable    Expiration Date	Title    Amount or Number of Shares
Stock Options (Right to buy)	\$ 13.5					06/13/2005    06/13/2010	Common Stock    500
Stock Options (Right to buy)	\$ 13.625					01/09/2006    01/09/2011	Common Stock    1,000
Stock Options (Right to buy)	\$ 15.125					02/08/2005    02/08/2010	Common Stock    600
Stock Options (Right to buy)	\$ 19.4375					02/09/2004    02/09/2009	Common Stock    575
Stock Options (Right to buy)	\$ 34.37					12/09/2008    12/09/2013	Common Stock    500
Phantom Stock	\$ 0					01/01/2003    01/01/2003	Common Stock    3,038.1
Phantom Stock	\$ 0					01/07/2003    01/07/2013	Common Stock    297.4
Phantom Stock	\$ 0					01/28/2003    01/28/2013	Common Stock    24.1
Phantom Stock	\$ 0					04/28/2003    04/28/2013	Common Stock    23.4

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Phantom Stock	\$ 0					07/10/2003	07/10/2013	Common Stock	238
Phantom Stock	\$ 0					07/30/2003	07/30/2013	Common Stock	20
Phantom Stock	\$ 0					10/27/2003	10/27/2013	Common Stock	20
Phantom Stock	\$ 0					01/16/2004	01/16/2014	Common Stock	241
Phantom Stock	\$ 0					01/26/2004	01/26/2014	Common Stock	18
Phantom Stock	\$ 0					04/28/2004	04/28/2014	Common Stock	25
Phantom Stock	\$ 0					07/14/2004	07/14/2014	Common Stock	294
Phantom Stock	\$ 0					07/26/2004	07/26/2014	Common Stock	26
Phantom Stock	\$ 0 <sup>(1)</sup>	10/26/2004	A	25		10/26/2004 <sup>(2)</sup>	10/26/2014 <sup>(3)</sup>	Common Stock	25

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NIEMIER CHARLES E 1600 S. MEADOW DR. WARSAW, IN 46580	X			

## Signatures

Teresa A. Bartman,  
Attorney-in-Fact

10/26/2004

                \*\*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) Each phantom stock unit exercises into 1 share of Common Stock.  
 (2) Phantom stock is exercisable after the directors' retirement as a Board member.  
 (3) Phantom shares expire after the directors' retirement as a Board member.

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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