

LAKELAND FINANCIAL CORP
 Form 5
 February 11, 2005

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 *
 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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

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

1600 S. MEADOW DR.

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

WARSAW, IN 46580

(City) (State) (Zip)

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	12/31/2004	^	J ⁽¹⁾	53.99	A	\$ 34.174	4,699.72	D	^
Common Stock	^	^	^	^	^	^	1,610	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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 13.5	Â	Â	Â	Â	Â	06/13/2005	06/13/2010	Common Stock	500
Stock Options (Right to buy)	\$ 13.625	Â	Â	Â	Â	Â	01/09/2006	01/09/2011	Common Stock	1,000
Stock Options (Right to buy)	\$ 15.125	Â	Â	Â	Â	Â	02/08/2005	02/08/2010	Common Stock	600
Stock Options (Right to buy)	\$ 19.4375	Â	Â	Â	Â	Â	02/09/2004	02/09/2009	Common Stock	575
Stock Options (Right to buy)	\$ 34.37	Â	Â	Â	Â	Â	12/09/2008	12/09/2013	Common Stock	500
Phantom Stock	\$ 0	Â	Â	Â	Â	Â	01/01/2003	01/01/2003	Common Stock	3,038.1
Phantom Stock	\$ 0	Â	Â	Â	Â	Â	01/07/2003	01/07/2013	Common Stock	297.4
Phantom Stock	\$ 0	Â	Â	Â	Â	Â	01/28/2003	01/28/2013	Common Stock	24.1
Phantom Stock	\$ 0	Â	Â	Â	Â	Â	04/28/2003	04/28/2013	Common Stock	23.4

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Phantom Stock	\$ 0	Â	Â	Â	Â	Â	07/10/2003	07/10/2013	Common Stock	238
Phantom Stock	\$ 0	Â	Â	Â	Â	Â	07/30/2003	07/30/2013	Common Stock	20
Phantom Stock	\$ 0	Â	Â	Â	Â	Â	10/27/2003	10/27/2013	Common Stock	20
Phantom Stock	\$ 0	Â	Â	Â	Â	Â	01/16/2004	01/16/2014	Common Stock	241
Phantom Stock	\$ 0	Â	Â	Â	Â	Â	01/26/2004	01/26/2014	Common Stock	18
Phantom Stock	\$ 0	Â	Â	Â	Â	Â	04/28/2004	04/28/2014	Common Stock	25
Phantom Stock	\$ 0	Â	Â	Â	Â	Â	07/14/2004	07/14/2014	Common Stock	294
Phantom Stock	\$ 0	Â	Â	Â	Â	Â	07/26/2004	07/26/2014	Common Stock	26
Phantom Stock	\$ 0	Â	Â	Â	Â	Â	10/26/2004	10/26/2014	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	Â X	Â	Â	Â

Signatures

Teresa A. Bartman,
Attorney-in-Fact

02/11/2005

**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 2004.

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