LAKELAND BANCORP INC

Form 4

November 05, 2008

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

OMB APPROVAL

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response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

(Zip)

1(b).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person *

FREDERICKS MARK J

2. Issuer Name and Ticker or Trading

Issuer Symbol LAKELAND BANCORP INC

[LBAI]

3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director Officer (give title

10% Owner Other (specify

C/O LAKELAND BANK, 250 OAK 09/10/2008 RIDGE ROAD

(Street)

(State)

(First)

(Last)

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

tivo Commities Assuring

OAK RIDGE, NJ 07438

(,)	(= 1)	Tabl	e I - Non-L	Perivative S	Securi	ities Acqu	iirea, Disposea oi	i, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/10/2008		S	19,733	D	\$ 10.86	0 (1) (2)	I	Trustee of Profit Sharing 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
F	Director	10% Owner	Officer	Other		
FREDERICKS MARK J C/O LAKELAND BANK 250 OAK RIDGE ROAD OAK RIDGE, NJ 07438	X					
Signatures						

Signatures

Harry Cooper, 11/05/2008 **POA**

Date **Signature of Reporting Person

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).
 - I: Mr. Fredericks was a trustee of the Lakeland Bank PSP. As part of the liquidation of the assets of the Plan, 19,733 shares of Lakeland Bancorp were sold. 39,387 shares held by wife, which includes 1,164 shares acquired as part of the Company's DRP and 1,820 shares acquired as part of a 5% st. div. paid 11/16/07; 30,619 shares held by Keil Oil PSP of which Mr. Fredericks is a trustee, which includes
- (1) 905 shares acquired as part of the Company's DRP and 1,415 shares acquired as part of a 5% st. div. paid 11/16/07; 54,385 shares held by Fredericks Fuel PSP of which Mr. Fredericks is a trustee, which includes 2,589 shares acquired as part of a 5% st. div. paid 11/16/07; 20,315 shares held by Fredericks Fuel & Heating Service of which Mr. Fredericks is President, which includes 967 shares acquired as part of a 5% st. div. paid 11/16/07;
- D: Mr. Fredericks owns 114,420 shares, which includes 3,377 shares acquired as part of the Company's DRP and 5,259 shares acquired as part of a 5% stock dividend paid November 16, 2007. 133,870 shares held as custodian for his children, which includes, 3,949 shares acquired as part of the Company's DRP and 6,128 shares acquired as part of a 5% stock dividend paid November 16, 2007.

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.

Reporting Owners 2