

LAKELAND BANCORP INC
 Form 4
 November 05, 2008

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 *
FREDERICKS MARK J

2. Issuer Name and Ticker or Trading Symbol
LAKELAND BANCORP INC [LBAI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/10/2008

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

C/O LAKELAND BANK, 250 OAK RIDGE ROAD

(Street)

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

OAK RIDGE, NJ 07438

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
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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SEC 1474 (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

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

Signatures

Harry Cooper,
POA 11/05/2008

__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).

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 (2) 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.