

MCCRACKEN ROBERT E
 Form 4
 February 13, 2013

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 *
 MCCRACKEN ROBERT E

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)
 02/12/2013

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

C/O LAKELAND BANCORP, INC., 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/12/2013 | | P | 4,000 A | \$ 9.43 4,000 ⁽¹⁾ | I | Held by Smith McCracken Funeral Home Profit Sharing Account of which Mr. McCracken is sole trustee. |

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

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(9-02)

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 Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCRACKEN ROBERT E C/O LAKELAND BANCORP, INC. 250 OAK RIDGE ROAD OAK RIDGE, NJ 07438 | | X | | |

Signatures

Harry Cooper
POA 02/13/2012

**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) I: Also held indirectly are 13,834 shares ("sh") held by the McCracken Family Trust of which Mr. McCracken is a trustee. In this total are 659 sh acquired as part of a 5% stock dividend ("SD") paid on 4/16/12; 19,447 sh are held by The Shirley McCracken Irrevocable Trust of which Mr. McCracken is a trustee. In this total are 926 sh acquired as part of a 5% SD paid 4/16/12; additionally 71,357 sh held by REM LLC of which Mr. McCracken is the sole Managing Member. In this total are 1,430 sh acquired as part of the Company's DRP and 3,330 sh acquired as part of a 5% SD paid on 4/16/12. D: Mr. McCracken holds 16,348 sh directly of which 330 sh were acquired as part of the Company's DRP and 767 sh were acquired as part of a 5% SD paid 4/16//12; additionally 3,744 sh as custodian for his children, including 76 sh acquired as part of the Company's DRP and 174 sh acquired as part of a 5% SD; and 33 sh held jointly with his wife of which 1 sh was acquired as part of a 5% SD.

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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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