MCCRACKEN ROBERT E

Form 4 March 17, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(State)

03/16/2011

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

MCCRACKEN ROBERT E

LAKELAND BANCORP INC

(Check all applicable)

[LBAI]

03/16/2011

(Last)

(City)

Common

Stock

(Middle)

(Zip)

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

X_ Director Officer (give title

10% Owner Other (specify

C/O LAKELAND BANCORP. INC., 250 OAK RIDGE ROAD

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

OAK RIDGE, NJ 07438

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) (Instr. 4) Following (Instr. 4) Reported

(A)

5.485

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price M 2,100

 $14,952 \stackrel{(1)}{=}$

D

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

(Month/Day/Year)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. De Se (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Director Stock Option Right to Purchase	\$ 5.485	03/16/2011		M	2,100	<u>(2)</u>	05/17/2011	Common	2,100	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting of their runner, runners	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 03/17/2011 **POA** **Signature of Date 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).

D: Mr. McCracken holds 14,952 shares directly (including 76 DRP shares and 608 shares acquired as part of a 5% stock dividend paid on February 16, 2011), 3,407 shares held as custodian for his children (including 22 DRP shares and 162 shares acquired as part of a 5% stock dividend paid on February 16, 2011), and 32 shares held jointly with his wife (including one share acquired as part of a 5% stock dividend paid on February 16, 2011. I: 64,687 shares (including 382 DRP shares and 3,062 shares acquired as part of a 5% stock dividend

- paid on February 16, 2011) held by R.E.M., LLC of which Mr. McCracken is the sole Managing Member; 13,175 shares (including 627 shares acquired as part of a 5% stock dividend paid on February 16, 2011) held by the McCracken Family Trust of which Mr. McCracken is a co-trustee; and 8,947 shares (including 426 shares acquired as part of a 5% stock dividend on February 16, 2011) held by The Shirley McCracken Irrevocable Trust of which Mr. McCracken is a trustee
- Stock options issued by Newton Financial Corp. on 5/23/01 and vested immediately. Exchanged for Lakeland Bancorp, Inc. stock options pursuant to merger on 7/1/04.

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.

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