

LUDDECKE LOUIS
Form 4
December 23, 2002

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

FORM 4

OMB APPROVAL

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

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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

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|---|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person* Luddecke Louis | | | 2. Issuer Name and Ticker or Trading Symbol Lakeland Bancorp, Inc. - LBAI | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive V.P. and Chief Operations Officer | | |
| (Last) (First) (Middle) c/o Lakeland Bancorp, Inc. 250 Oak Ridge Road | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year 12/23/02 | | |
| (Street) Oak Ridge, NJ 07438 | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |

| 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|--|--------------------------------------|---|--|------------|--------------------------------|--|---|--|--|--|--|--|------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | | | | | | | |
| Common Stock | | | | | | | | | | | | 17,943⁽¹⁾ | | D | | |
| Common Stock | | | | | | | | | | | | 5 | | I | By Spouse | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of | 3. Transaction Date | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially | 10. Ownership Form | 11. Nature of Indirect Beneficial Ownership |
|---------------------------------|------------------------------------|---------------------|-----------------------------------|---------------------|------------------------------------|--|--|--|---|--------------------|---|
|---------------------------------|------------------------------------|---------------------|-----------------------------------|---------------------|------------------------------------|--|--|--|---|--------------------|---|

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| (Instr. 3) | Derivative Security | (Month/Day/Year) | if any (Month/Day/Year) | (Instr. 8) | | Acquired (A) or Disposed of (D) | | Year | (Instr. 3 & 4) | | Owned Following Reported Transaction(s) (Instr. 4) | of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | (Instr. 4) | |
|------------------------------|---------------------|------------------|-------------------------|------------|---|---------------------------------|-----|------------|-------------------|---------------------|--|---|------------|-------|
| | | | | Code | V | (A) | (D) | | Date Exer-cisable | Expira-tion Date | | | | Title |
| Employee Stock Option | 18.70 | 12/11/02 | | A | | 10,000 | | (2) | 12/10/12 | Common Stock | 10,000 | 10,000 | D | |

Explanation of Responses:

(1) Includes 940 shares acquired as part of the Company's 5% stock dividend paid on November 15, 2002 to shareholders of record October 31, 2002.

(2) This stock option was granted pursuant to the Company's 2000 Equity Compensation Program and vests in 25% annual installments beginning on the first anniversary of the grant date.

By: /s/ **Louis Luddecke**

12/23/02

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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