

HUDSON DENNIS S III
Form 5
January 23, 2013

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HUDSON DENNIS S III

2. Issuer Name and Ticker or Trading Symbol
SEACOAST BANKING CORP OF FLORIDA [SBCF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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

SEACOAST BANKING CORP. OF FLORIDA, P.O. BOX 9012

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

STUART, FL 34995

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 02/02/2012 | ^ | J ⁽¹⁾ | 336 D | \$ 0 (1) | D (1) | ^ |
| Common Stock | 02/02/2012 | ^ | J ⁽¹⁾ | 336 A | \$ 0 (1) | D (2) | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | D (3) | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | D (4) | ^ |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|-----------|------------------|---|
| Common Stock | Â | Â | Â | Â | Â | Â | 16,553 | D ⁽⁵⁾ | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 99,340 | D ⁽⁶⁾ | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,121,778 | I | Held by Sherwood Partners, Ltd., a family partnership |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,400 | I | Held by spouse as custodian for son |

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

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SEC 2270
(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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | |
| Stock-settled Stock Appreciation Rights ⁽⁷⁾ | \$ 22.22 | Â | Â | Â | Â | 04/02/2009 ⁽⁸⁾ 04/02/2017 | Common Stock | 73, |
| Stock-settled Stock Appreciation Rights ⁽⁷⁾ | \$ 26.72 | Â | Â | Â | Â | 05/16/2008 ⁽⁸⁾ 05/16/2016 | Common Stock | 27, |
| Common Stock Right to Buy ⁽⁷⁾ | \$ 22.4 | Â | Â | Â | Â | 12/21/2005 ⁽⁹⁾ 12/21/2014 | Common Stock | 30, |
| Common | \$ 17.08 | Â | Â | Â | Â | 11/17/2004 ⁽⁹⁾ 11/17/2013 | Common | 75, |

Stock Right
to Buy (7)

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| HUDSON DENNIS S III SEACOAST BANKING CORP. OF FLORIDA P.O. BOX 9012 STUART, FL 34995 | X | | Chairman & CEO | |

Signatures

Sharon Mehl as Power of Attorney for Dennis S.
Hudson, III

01/23/2013

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) Represents time-based restricted stock granted on 2/2/2007 under Seacoast's 2000 Long-Term Incentive Plan that vested on 2/2/2012, and were transferred into joint account with spouse. No change in beneficial ownership.
- (2) Shares held jointly with spouse
- (3) Represent share equivalents held in the Company's Retirement Savings Plan as of December 31, 2012
- (4) Shares held in trust

Represents a restricted stock award granted under the Company's 2000 Long Term Incentive Plan to compensate Mr. Hudson for his loss in base salary as a result the Company's Salary and Benefits Committee's decision to limit executive officers' base salaries to \$500,000 as long as the Company's equity securities issued to the U.S. Department of Treasury in accordance with the Capital Purchase Program (the "CPP") established under the Troubled Asset Relief Program ("TARP") remain outstanding. The restricted stock will vest and become freely transferable on the later of (i) the date when the Company has fully repaid all TARP assistance, or (ii) the second anniversary of the date of grant.
- (5) Represents unvested shares in performance based restricted stock award granted under Seacoast's 2008 Long-Term Incentive Plan on August 23, 2011 ("Grant Date"). These awards are subject to compliance with the EESA, and will vest in their entirety on the later of: i) the fifth anniversary of the Grant Date, provided Mr. Hudson is employed by the Company or a subsidiary on such date, and ii) the Company's attainment of an annual return on equity of 10% or more for any fiscal year starting after the Grant Date.
- (6) Granted pursuant to Seacoast Banking Corporation of Florida's 2000 Long-Term Incentive Plan
- (7) Vests over 5 years in 25% increments beginning on the second anniversary of the date of grant (the date indicated) and then in 25% increments on each of the following three anniversaries thereafter, subject to continue employment.
- (8) Vests over 5 years at the rate of 20% on the first anniversary of the date of grant (the date indicated) and then at the rate of 20% on each of the following four anniversaries thereafter, subject to continue employment.
- (9)

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.