LAKELAND BANCORP INC

Form 4 July 27, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

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January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GUPTILL GEORGE H JR**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

LAKELAND BANCORP INC

(Check all applicable)

[LBAI]

(Last)

3. Date of Earliest Transaction

X_ Director below)

10% Owner Other (specify

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

(First)

(State)

(Middle)

(Zip)

(Street) 4. If Amendment, Date Original

Applicable Line)

Officer (give title

Filed(Month/Day/Year)

(Month/Day/Year)

07/25/2007

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

D

6. Individual or Joint/Group Filing(Check

OAK RIDGE, NJ 07438

(City)

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

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) Transaction(s)

or (Instr. 3 and 4) Price

Common 07/25/2007 Stock

Code V Amount (D)

76,477 (1)

\$7 1,700 Α

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

M

(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)	Code	Transaction of Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Purchase)	\$ 7	07/25/2007		M	1,700	(2)	02/08/2010	Common Stock	1,700	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GUPTILL GEORGE H JR C/O LAKELAND BANCORP, INC. 250 OAK RIDGE ROAD OAK RIDGE, NJ 07438

X

Signatures

George H. 07/27/2007 Guptill Jr.

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** 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: 593,858 shares held by Franklin Mutual Insurance Company of which Mr. Guptill is Chairman. In Mr. Guptill's capacity of Chairman of Franklin Mutual Insurance Company, he does not vote, invest, or dispose of these shares.
- (2) Stock Option was granted pursuant to the company's Equity Compensation Program and vests in 20% annual installments beginning on the grant date of February 9, 2000.

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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