

MCCRACKEN ROBERT E  
Form 4  
March 17, 2011

**FORM 4**

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

OMB APPROVAL

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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 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)  
03/16/2011

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	03/16/2011		M	2,100 A \$ 5.485	14,952 <sup>(1)</sup>	D	

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

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SEC 1474 (9-02)

**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. 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. De Se (In
Director Stock Option Right to Purchase	\$ 5.485	03/16/2011		M	2,100	(2) 05/17/2011	Common 2,100	\$

## 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  
03/17/2011

\*\*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) 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
- (2) 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.

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