

SEACOAST BANKING CORP OF FLORIDA
 Form 4/A
 August 30, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 HOUESHELL DAVID D

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)
 P. O. BOX 9012
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/23/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & Chief Risk Officer

STUART, FL 34995
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/25/2016

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
				(A) or (D) Code V Amount Price			
Common Stock	08/23/2016		F ⁽¹⁾	1,522 D \$ 16.17	0	D	
Common Stock					26,742	D ⁽²⁾	
Common Stock					5,062	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)

number.

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Common Stock Right to Buy ⁽³⁾	\$ 14.82					<u>(4)</u> 02/28/2024	Common Stock	13,225
Common Stock Right to Buy ⁽³⁾	\$ 12.63					<u>(5)</u> 01/28/2023	Common Stock	6,475
Common Stock Right to Buy ⁽³⁾	\$ 10.54					04/29/2015 ⁽⁶⁾ 04/29/2024	Common Stock	25,000
Common Stock Right to Buy ⁽³⁾	\$ 11					06/28/2014 ⁽⁷⁾ 06/27/2023	Common Stock	4,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOUESHELL DAVID D P. O. BOX 9012 STUART, FL 34995			EVP & Chief Risk Officer	

Signatures

/s/ Sharon Mehl as Power of Attorney for David Houdeshell 08/30/2016

 **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) Shares withheld on restricted stock award granted under Seacoast's 2008 Long-Term Incentive Plan on August 23, 2011, and which vested in its entirety on August 23, 2016.

Represents shares subject to performance-based restricted stock units ("PSUs") granted on June 28, 2013, that were subject to performance requirements over a period ending December 31, 2015. On Feb. 29, 2016, the Company's Compensation Committee certified the number of shares attained based on the performance criteria. These shares now vest in one-third increments each year on Dec. 31, 2016, 2017 and 2018, provided the recipient remains in continuous service with the Company on each such vesting date.
- (3) Granted pursuant to Seacoast Banking Corporation of Florida's 2013 Incentive Plan

Two tiered vesting. First, performance vesting must be met which requires that: 1) the market price of Seacoast common stock must increase to 120% or more of the exercise/grant price; and 2) Seacoast's Tier 1 Capital must be equal to or greater than the regulatory standard. Once performance criteria is met, option shall vest in equal installments at the end of each month over the next 48 months, provided that Optionee remains in Continuous Service on each applicable vesting date.
- (4) Two tiered vesting. Performance criteria met and time-based vesting began on 7/1/15. Option vests in equal installments at the end of each month over the next 48 months, provided the Optionee remains in continuous service on each applicable vesting date.
- (5) Vests over 3 years in one-third increments each anniversary of the date of grant beginning on the first anniversary of the date of grant (the date indicated), subject to continued employment.
- (6) 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 continued employment.
- (7)

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.