LAKELAND BANCORP INC

Form 4

September 29, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

January 31, 2005

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obligations

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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

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

(Middle)

(Zin)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FREDERICKS MARK J

2. Issuer Name and Ticker or Trading

LAKELAND BANCORP INC

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

[LBAI] 3. Date of Earliest Transaction

_X__ Director 10% Owner _ Other (specify Officer (give title

(Month/Day/Year)

Symbol

C/O LAKELAND BANK, 250 OAK 09/28/2006 RIDGE ROAD

(Street)

(State)

(First)

(City)

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

OAK RIDGE, NJ 07438

(City)	(State) (Table	e I - Non-D	erivative	Securi	ities Ac	equired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	nsaction Date 2A. Deemed th/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)	(11041 1)	
Common Stock	09/28/2006		G	600	A	\$0	98,331 <u>(1)</u>	D	
Common Stock	09/28/2006		G	1,200	A	\$0	119,171 (2)	I	Held as Custodian for Children

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

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(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date	Title Number				
				C = V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
FREDERICKS MARK J C/O LAKELAND BANK 250 OAK RIDGE ROAD OAK RIDGE, NJ 07438	X						
O' .							

Signatures

Harry Cooper, POA 09/29/2006

**Signature of Date Reporting Person

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).

D:Self includes 4,625 shares acquired as part of a 5% stock dividend paid 8/16/2006 and 2,427 shares acquired as part of the Company's Dividend Reinvestment Plan; I: 35,387 shares held by spouse, which includes 1,674 shares acquired as part of a 5% stock dividend paid 8/16/2006 and 879 shares acquired as part of the Company's DRP. I; 27,509 shares includes 1,301 shares were acquired as part of the 5%

- (1) stock dividend and 681 shares recieved as part of DRP held by Keil Oil Profit Sharing Plan of which Mr. Fredericks is Trustee. I:51,796 shares held by Fredericks Fuel PSP of which Mr. Fredericks is a Trustee. Of this total 2,466 shares were acquired as part of the Conpany's 5% stock dividend. I: 19,348 shares held by Fredericks Fuel & Heating Service of which Mr. Fredericks is Pres. Of this total 921 shares were acquired as part of the Company's 5% stock dividend.
- (2) Includes 5,580 shares acquired as part of Company's 5% stock dividend and 2,812 shares as part of the Company's Dividend Reinvestment Plan.

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