

Edgar Filing: LAKELAND BANCORP INC - Form 5

Security (Instr. 3)	action Date (Month/Day/ Year)	action Code (Instr. 8)	or Disposed of (D) (Instr. 3, 4, and 5)			Securities Bene- ficially Owned at End of Issuer's Fiscal Year (Instr. 3 & 4)
Lakeland Bancorp, Inc.			Amount	(A) or (D)	Price	
Common	11/15/00	S/D	10262	A	\$10.5360	215516
Common	11/15/00	S/D	4692	A	\$10.5360	98536
Common	02/25/00	S	9124	D	\$10.0000	
Common	03/01/00	S	5282	D	\$9.9375	0

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

FORM 5 (Continued)

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. Conver- sion or Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Sec- urities Acquired (A) or Disposed (D) (Instr. 3, 4 & 5)		6. Date Exercisa Expiration Date (Month/Day/Year)
				(A)	(D)	
Stock Option Right to Purchase	9.38	2/9/00	A	25,000	--	*

1. Title of Derivative Security (Instr. 3)	8. Price of Derivative Securities (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Sec- urity: Direct (D) or Indirect (I) (Instr. 4)	11. Nature Indirect B ficial Own (Instr. 4)
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 Stock Option
 Right to Purchase -- 25,000 D --

 *Stock Option was granted pursuant to Company's 2000 Equity Compensation Program and vests in 20% annual installments beginning on grant date.

Explanation of Responses:

- *1 - Solely owned by R. Nicholson
- *2 - Solely owned by Shirley Nicholson, wife of Robert B. Nicholson
- *3 - Owned by Eastern Propane - Employees Profit & Sharing, a company which was owned by Robert B. Nicholson

/s/ Robert B Nicholson 1/26/00

** Signature of Reporting Person Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 7811(a).

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

If space provided is insufficient, see instruction 6 for procedure.