

Edgar Filing: LAKELAND BANCORP INC - Form 5

3.75%

Chairman

TABLE 1 - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF,
OR BENEFICIALLY OWNED

Title of Security (Instr. 3)	2. Trans- action Date (Month/Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			5. Amount of Securities Bene- ficially Owned at End of Issuer's Fiscal Year (Instr. 3 & 4)
			Amount	(A) or (D)	Price	
Lakeland Bancorp, Inc.						
Common	06/06/00	G	20	D	N/K	
	08/09/00	G	200	D	N/K	
	11/15/00	S/D	6641	A	\$10.5360	
	11/08/00	G	2750	D	N/K	136713
Common	11/15/00	S/D	6379	A	\$10.5360	133973
Common	11/15/00	S/D	4899	A	\$10.5360	102895
	11/15/00	S/D	5968	A	\$10.5360	125347

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)	
						Date Exercisable

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Stock Option Right to Purchase	9.380	2/9/00	A	25,000	--	2/8/10
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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 Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Stock Option Right to Purchase	--	25,000	D	--
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* 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:

CODES: S/D - Stock Dividend
G - Gifted

- *1 - Solely owned by J. Fredericks
- *2 - Solely owned by Jane Fredericks, wife of John W. Fredericks
- *3 - Owned by Edward J. Fredericks & John W. Fredericks Trustees u/w of Wilbur Fredericks
- *4 - Owned by John W. Fredericks, Jane D. Fredericks, Mark J. Fredericks, Trustees of Fredericks Fuel and Heating Service Employees' Profit Sharing Plan

/s/ John Fredericks 1/28/01

**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.