

LAKELAND BANCORP INC  
Form 4  
February 18, 2003

**FORM 4**

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

OMB APPROVAL

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**

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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 30(h) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person* <b>Nicholson, Robert B.</b> (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol <b>Lakeland Bancorp, Inc. - LBAI</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below) <b>Vice Chairman of the Board</b>		
c/o Lakeland Bancorp, Inc. 250 Oak Ridge Road			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year <b>2/2003</b>		
(Street) <b>Oak Ridge, NJ 07438</b>			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)		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					
Common Stock			2/14/03				M		5,788	A	8.1028	236,148 <sup>(1)</sup>		D		
Common Stock												108,635 <sup>(2)</sup>		I		Held by wife
Common Stock												2,414 <sup>(3)</sup>		I		Held as custodian for grandchildren

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion or	3. Trans-	3A. Deemed	4. Trans-	5. Number	6. Date Exercisable and Expiration	7. Title and Amount of	8. Price of Derivative	9. Number of Derivative	10. Owner-	11. Nature of Indirect
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Security (Instr. 3)	Exercise Price of Derivative Security	action Date (Month/ Day/ Year)	Execution Date, if any (Month/ Day/ Year)	action Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D)  (Instr. 3, 4 & 5)		Date (Month/Day/ Year)		Underlying Securities (Instr. 3 & 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	V	(A)	(D)	Date Exer-cisable	Expira- tion Date					Title
<b>Director Stock Option (Right to Purchase)</b>	<b>\$8.1028</b>	<b>2/14/03</b>		<b>M</b>			<b>5,788</b>	<sup>(4)</sup>	<b>2/8/2010</b>	<b>Common Stock</b>	<b>5,788</b>		<b>17,364</b>	<b>D</b>	

Explanation of Responses:

- (1) Includes 10,969 shares acquired from 5% stock dividend paid on November 15, 2002 to shareholders of record October 31, 2002.
- (2) Includes 5,173 shares acquired from 5% stock dividend paid on November 15, 2002 to shareholders of record October 31, 2002.
- (3) Includes 114 shares acquired from 5% stock dividend paid on November 15, 2002 to shareholders of record October 31, 2002.
- (4) Stock option was granted pursuant to the Company's 2000 Equity Compensation program and vests in 20% annual installments beginning on the grant date of February 9, 2000.

By: /s/ **Harry Cooper, Power of Attorney**                      **2/18/03**  
Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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