

GILBERT A DOUGLAS
 Form 5
 February 10, 2009

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
GILBERT A DOUGLAS

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 Pres. & Chief Operating Off.

SEACOAST BANKING CORP. OF FLORIDA, P.O. BOX 9012

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

STUART, FL 34995

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Price | | | |
| Common Stock | 11/05/2008 | ^ | G ⁽¹⁾ | 32,643 D \$ 0 ⁽¹⁾ | 900 | D ⁽²⁾ | ^ |
| Common Stock | 11/05/2008 | ^ | G ⁽¹⁾ | 32,643 A \$ 0 ⁽¹⁾ | 71,434 | I | Held by Spouse |
| Common Stock | 12/31/2008 | ^ | D ⁽³⁾ | 35,000 D \$ 0 ⁽³⁾ | 13,000 | D ⁽⁴⁾ | ^ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ ^ | 3,760 | D ⁽⁵⁾ | ^ |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|------------|------------------|---|
| Common Stock | Â | Â | Â | Â | Â | Â | 19,820 | D ⁽⁶⁾ | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 9,160.7028 | D ⁽⁷⁾ | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,600 | D ⁽⁸⁾ | Â |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

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. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GILBERT A DOUGLAS SEACOAST BANKING CORP. OF FLORIDA P.O. BOX 9012 STUART, FL 34995 | Â X | Â | Â Pres. & Chief Operating Off. | Â |

Signatures

Sharon Mehl as Power of Attorney for A. Douglas Gilbert
Date: 02/10/2009

****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) Gifted shares to spouse

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(2) Held jointly with spouse

(3) Performance-based restricted stock that did not vest during the performance period and was forfeited.

Represents a performance-based restricted stock award granted under Seacoast's 2000 Long-Term Incentive Plan which shall vest, subject to continued employment, over a 5-year performance period beginning January 1, 2005. Restricted stock awards vest based on

(4) achievement of EPS targets compared to the prior fiscal year. 38% EPS growth = 25% vesting; growth = 50% vesting; 75% EPS growth = 75% vesting; 85% EPS growth = 100% vesting. Notwithstanding the above schedule, 100% of the performance based awards shall vest on the fifth anniversary of the grant date if the Company achieves an ROE of at least 16.5% for 3 consecutive quarters during the performance period, regardless of whether the EPS targets are met.

(5) Held in IRA

Represents unvested time-based restricted stock awards granted under Seacoast's 2000 Long-Term Incentive Plan which vest in 25%

(6) increments beginning on the second anniversary of the date of grant, and each of the three anniversaries thereafter, subject to continued employment.

(7) Represent shares held in the Company's Profit Sharing Plan as of December 31, 2008.

(8) Represents unvested shares in a time-based restricted stock award granted on 12/21/2004 under Seacoast's 2000 Long-Term Incentive Plan which shall vest, subject to continued employment, on 12/21/2009.

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