#### **HUDSON DENNIS S III**

Form 4

February 03, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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(b).

(City)

(State)

(Zip)

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * HUDSON DENNIS S III			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) SEACOAST I FLORIDA, P.			3. Date of Earliest Transaction (Month/Day/Year) 02/02/2009	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman & CEO
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)
STUART, FL 34995				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

• • • • • • • • • • • • • • • • • • • •		1 au	ie i - Noii-i	Derivative Securities Ac	cquirea, Disposea	or, or benefic	lany Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(D)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)
				( )	Reported	(I)	
				(A)	Transaction(s)	(Instr. 4)	
				or			

Table I. Non Darivative Securities Acquired Disposed of ar Ranaficially Ox

(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(D) (Instr. 3, 4 and 5)		Beneficially Owned Following	Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	02/02/2009		F	110	D D	\$ 4.8	1,007	D (1)	
Common Stock	01/01/2009		D(2) V	17,500	D	\$ 0 (2)	6,500	D (3)	
Common Stock							7,986	D (4)	
Common Stock							156,407	D (5)	
Common Stock							0	I	Held by Spouse

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Common Stock	25,241.4344	D (6)	
Common Stock	1,300	D (7)	
Common Stock	1,121,778	I	Held by Sherwood Partners, Ltd, family partnership
Common Stock	1,400	I	Held by Spouse as Custodian for son
Reminder: Report on a separate line for each class of securities benefici	ally owned directly or indirectly.		
	Persons who respond to the colle information contained in this form required to respond unless the ford displays a currently valid OMB conumber.	SEC 1474 (9-02)	

 $\label{lem:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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)	Code	5. forNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3		7. Title and Amount (Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Stock-settled Stock Appreciation Rights (8)	\$ 22.22					04/02/2009(9)	04/02/2017	Common Stock	73,13
Stock-settled Stock Appreciation Rights (8)	\$ 26.72					05/16/2008(9)	05/16/2016	Common Stock	27,60
Common Stock RIght to Buy (8)	\$ 22.4					12/21/2005(10)	12/21/2014	Common Stock	30,00

Common Stock Right \$ 17.08 to Buy (8)

11/17/2004<sup>(10)</sup> 11/17/2013

Common Stock

75,00

## **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other **HUDSON DENNIS S III** 

SEACOAST BANKING CORP. OF FLORIDA P.O. BOX 9012 STUART, FL 34995

X Chairman & CEO

# **Signatures**

Sharon Mehl as Power of Attorney for Dennis S. Hudson, III

02/03/2009

\*\*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).
- Represents unvested time-based restricted stock awards granted on 2/2/2007 under Seacoast's 2000 Long-Term Incentive Plan which **(1)** shall vest in 25% increments beginning on the second anniversary of the date of grant, and each anniversary thereafter, subject to continued employment.
- **(2)** Performance based restricted stock that did not vest during the performance period and was forfeited.
  - These shares represent a 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. The restricted stock awards vest based on
- achievement of EPS targets compared to the prior fiscal year: 38% EPS growth=25% vesting; 50% EPS growth=50% vesting; 75% EPS **(3)** growth=75% vesting; 85% EPS growth=100% vesting. Notwithstanding the above schedule, 100% of the award will 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.
- **(4)** Shares held in Trust
- Shares held jointly with spouse **(5)**
- Represent shares held in the Company's Profit Sharing Plan as of December 31, 2008 **(6)**
- Shares represent unvested shares in a time-based restricted stock award granted under Seacoast's 2000 Long-Term Incentive Plan which **(7)** shall vest, subject to continued employment on 12/21/09
- Granted pursuant to Seacoast Banking Corporation of Florida's 2000 Long-Term Incentive Plan **(8)**
- Vest over five years in 25% increments beginning on the second anniversary of the date of the grant (the date indicated) and each of the **(9)** following three anniversaries thereafter, subject to continued employment
- Vests over 5 years at the rate of 20% on the first anniversary of the date of grant (date indicated) and then at the rate of 20% on each of the following four anniversaries thereafter, subject to continued employment.

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

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