

SEACOAST BANKING CORP OF FLORIDA  
 Form 5  
 February 10, 2015

**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 \*  
 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) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman & CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|----------|--|--|---|
|                                 |                                      |  |                                | Amount  | (A) or (D) | Price    |  |  |   |
| Common Stock                    | 12/09/2014                           | ^  | A                              | 20  | A          | \$ 13.22 | 20   | D  | ^   |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^        | 4,137  | D (1)  | ^   |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^        | 19,868   | D (2)  | ^   |
| Common                          | ^                                    | ^  | ^                              | ^   | ^          | ^        | 31,750.03  | D (3)  | ^   |

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Stock

|              |   |   |   |   |   |   |         |                  |   |
|--------------|---|---|---|---|---|---|---------|------------------|---|
| Common Stock | Â | Â | Â | Â | Â | Â | 49,386  | D <sup>(4)</sup> | Â   |
| Common Stock | Â | Â | Â | Â | Â | Â | 224,356 | I                | Held by Sherwood Partners, Ltd., family partnership |
| Common Stock | Â | Â | Â | Â | Â | Â | 280     | I                | Held by spouse as custodian for son                 |

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

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**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 Security (Instr. 3 and 4) | Am or Num of S |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title   |                |
| Common Stock Right to Buy <sup>(5)</sup>               | \$ 10.54   | Â                                    | Â  | Â                              | Â Â   | 04/29/2015 <sup>(6)</sup> 04/29/2024                     | Common Stock  | 50             |
| Common Stock Right to Buy <sup>(5)</sup>               | \$ 11  | Â                                    | Â  | Â                              | Â Â   | 06/28/2014 <sup>(7)</sup> 06/27/2023                     | Common Stock  | 19             |
| Stock Settled Stock Appreciation Right <sup>(8)</sup>  | \$ 111.1   | Â                                    | Â  | Â                              | Â Â   | 04/02/2012 <sup>(9)</sup> 04/01/2017                     | Common Stock  | 14             |
| Stock-Settled Stock Appreciation Rights <sup>(8)</sup> | \$ 133.6   | Â                                    | Â  | Â                              | Â Â   | 05/16/2011 <sup>(9)</sup> 05/15/2016                     | Common Stock  | 5,             |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| HUDSON DENNIS S III<br>SEACOAST BANKING CORP. OF FLORIDA<br>P.O. BOX 9012<br>STUART, FL 34995 | X             |           | Chairman & CEO |       |

## Signatures

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

02/10/2015

\_\_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) Held in Trust  
Represents unvested shares of restricted stock granted under Seacoast's 2008 Long-Term Incentive Plan on August 23, 2011 ("Grant Date"). The performance criteria for this award has been met and the award vests in its entirety on August 23, 2016, provided Mr. Hudson is employed by the Company or a subsidiary on such date.
- (3) Represents share equivalents held in the Company's Retirement Savings Plan as of December 31, 2014
- (4) Held jointly with spouse
- (5) Granted pursuant to Company's 2013 Incentive Plan
- (6) Vests over 3 years in one-third increments on each anniversary of the date of grant beginning on the first anniversary of the date of grant (the date indicated), subject to continued employment.
- (7) Vests over 5 years at the rate of 20% beginning on the first anniversary of the date of grant (the date indicated) and then at the rate of 20% on each of the following four anniversaries thereafter, subject to continued employment.
- (8) Granted pursuant to Company's 2000 Long-Term Incentive Plan
- (9) Date fully vested

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.