

HEWITT HOWARD H
Form 4
January 02, 2003

1

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/ OMB APPROVAL /
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| FORM 4 |
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U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person*

Hewitt, Howard H.

(Last) (First) (Middle)

800 North Boulevard West

(Street)

Leesburg, FL 34748

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol FFLC Bancorp, Inc. (FFLC)

3. I.R.S. Identification Number of Reporting Person, (Voluntary)

4. Statement for Month/Day/Year January 2, 2003

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director _____ Officer _____ 10% Owner _____ Other
---- (give title below) (specify below)

7. Individual or Joint/Group Filing
(Check Applicable Line)

X Form filed by One Reporting Person

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 _____ Form filed by More than One Reporting Person

 TABLE I--NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIA

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned End of Month (Instr. 10)
			Code	V	Amount	(A) or (D)	Price	
Common Stock	12/31/2002		P		1,300.0000	A	\$29.27	
Common Stock	01/02/2003		P		86.3236	A	\$29.54	28,1
Common Stock								2,0
Common Stock								6

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).

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 Number.

(Over)
 SEC 1474 (9-02)

2

FORM 4 (continued)

 TABLE II--DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIA
 (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)	4. Transaction Code (Instr. 8)		5.
			Code	V	

