

MILLER JAMES B JR  
Form 4  
May 17, 2012

**FORM 4**

**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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MILLER JAMES B JR

2. Issuer Name and Ticker or Trading Symbol  
FIDELITY SOUTHERN CORP  
[LION]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
3490 PIEDMONT ROAD, SUITE 1550  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/17/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman / Executive Officer

ATLANTA, GA 30305

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |   |                                     |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---|-------------------------------------|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |   |                                     |
| Fidelity Southern Corporation - Common Stock | 05/17/2012                           |  | J <sup>(1)</sup>               | V   | 3,801.7248  | D  | (1) 0                                      | I | By Grandchild - T. W. Armstrong III |
| Fidelity Southern Corporation - Common Stock | 05/17/2012                           |  | J <sup>(1)</sup>               | V   | 10,906.1313   | D  | (1) 0                                      | I | By Grandchild - N.p. Miller         |
|  | 05/17/2012                           |  | J <sup>(1)</sup>               | V   | 3,801.7248  | D  | (1) 0                                      | I |                                     |

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|  |            |                  |   |             |   |     |                |   |  |
|--|------------|------------------|---|-------------|---|-----|----------------|---|--|
| Fidelity<br>Southern<br>Corporation<br>- Common<br>Stock |            |                  |   |             |   |     |                |   | By<br>Grandchild<br>- C. E.<br>Armstrong   |
| Fidelity<br>Southern<br>Corporation<br>- Common<br>Stock | 05/17/2012 | J <sup>(2)</sup> | V | 47,573.2075 | D | (2) | 0              | I | By Child -<br>E.p. Miller                  |
| Fidelity<br>Southern<br>Corporation<br>- Common<br>Stock | 05/17/2012 | J <sup>(3)</sup> | V | 34,969.7769 | D | (3) | 0              | I | By Child -<br>B.p.miller                   |
| Fidelity<br>Southern<br>Corporation<br>- Common<br>Stock |            |                  |   |             |   |     | 2,544,596.6586 | D |  |
| Fidelity<br>Southern<br>Corporation<br>- Common<br>Stock |            |                  |   |             |   |     | 901.6842       | I | By 401(k)                                  |
| Fidelity<br>Southern<br>Corporation<br>- Common<br>Stock |            |                  |   |             |   |     | 10,079.2414    | I | By Berlin<br>American<br>Co Llc            |
| Fidelity<br>Southern<br>Corporation<br>- Common<br>Stock |            |                  |   |             |   |     | 190,608.6693   | I | By Shares<br>Held By<br>Ltd<br>Partnership |
| Fidelity<br>Southern<br>Corporation<br>- Common<br>Stock |            |                  |   |             |   |     | 92,804.5318    | I | By Spouse                                  |
| Fidelity<br>Southern<br>Corporation<br>- Common<br>Stock |            |                  |   |             |   |     | 225,817        | I | By Trust -<br>Family                       |

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

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy)                | \$ 4.6   |                                      |  |                                |   | 07/22/2009 <sup>(4)</sup> 07/22/2013                     | Fidelity Southern Corporation - Common Stock                  | 75,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |          |                   |
|--|---------------|-----------|----------|-------------------|
|  | Director      | 10% Owner | Officer  | Other             |
| MILLER JAMES B JR<br>3490 PIEDMONT ROAD<br>SUITE 1550<br>ATLANTA, GA 30305 | X             | X         | Chairman | Executive Officer |

## Signatures

Barbara McNeill, Attorney in Fact for James B. Miller, Jr. 05/17/2012

\_\_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) Shares held by Mr. Miller's grandchild. Mr. Miller disclaims beneficial ownership of these shares.

(2) Shares held by Mr. Miller's adult daughter. Mr. Miller disclaims beneficial ownership of these shares.

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(3) Shares held by Mr. Miller's adult son. Mr. Miller disclaims beneficial ownership of these shares.

(4) Exercisable: 1/3 on 7/22/09; 1/3 on 7/22/10; 1/3 on 7/22/11

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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