MILLER JAMES B JR

Form 5

Stock Fidelity

Southern Corporation - Common Â

J

(2)

12/31/2008

February 12, 2009

1 Columny 12,	2007										
FORM	5								OM	1B APPROV	AL
. 01111	_	STATE	S SECURITIES AND EXCHANGE COM				COMN	MISSION	OMB Numbe	3235	5-0362
Check this box if no longer subject			Wasl	Washington, D.C. 20549					Expire	Janus	ary 31, 2005
to Section 1 Form 4 or F 5 obligation may continu	Form ANN as ae.	ATEMENT OF CHANGES IN BENI OWNERSHIP OF SECURITIES				EFIC	CIAL		ited average hours per ise		
See Instruct 1(b). Form 3 Hol Reported Form 4 Transaction Reported	Filed pur dings Section 17((a) of the	Public Uti	lity Holding	ecurities Exc g Company A mpany Act o	Act of	f 1935				
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)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)				_X_ Director _X_ 10% Owner _X_ Officer (give title _X_ Other (specify below)				
3490 PIEDM 1550	IONT ROAD,Â	SUITE	12/31/20	08				Executive Offi	cer / Exe	ecutive Office	r
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Reporting (check applicable line)					
ATLANTA,	GA 30305						_X_ F	orm Filed by O	ne Report	ting Person	
							Fo	orm Filed by M	ore than (One Reporting	
(City)	(State)	(Zip)	Table	I - Non-Deriv	ative Securiti	es Acq	uired,	Disposed of,	or Bene	ficially Own	ed
1.Title of 2. Transaction Date 2A. Dec Security (Month/Day/Year) Execution any (Month Month)			3. Transaction Code (Instr. 8)		of (D) ad 5)	sed (A) 5. Amount of Securities Beneficially at end of Iss Fiscal Year		Owned Owned Form: uer's Direct	Ownership	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Fidelity					Amount	(A) or (D)	Price	(Instr. 3 and	4)	(I) (Instr. 4)	(,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
Southern Corporation	12/31/2008	Â		J	35.9072 (1)	A	\$ <u>(1)</u>	2,249,019	.7886	D	Â

5,562.355 A \$ (2) 104,367.607

1

By 401(k)

I

Stock									
Fidelity Southern Corporation - Common Stock	12/31/2008	Â	J	5.6973 (3)	A	\$ <u>(3)</u>	6,056.6826	I	By Berlin American Co LLC
Fidelity Southern Corporation - Common Stock	12/31/2008	Â	J	51.7245 (<u>4)</u>	A	\$ <u>(4)</u>	6,852.3653	I	By Grandchild - N.P. Miller
Fidelity Southern Corporation - Common Stock	12/31/2008	Â	J	5 (3)	A	\$ <u>(3)</u>	1,195	I	By IRA
Fidelity Southern Corporation - Common Stock	12/31/2008	Â	J	33.4757 (<u>4)</u>	A	\$ <u>(4)</u>	89,689.0891	I	By Spouse
Fidelity Southern Corporation - Common Stock	12/31/2008	Â	J	1,068 (3)	A	\$ (3)	214,836	I	By Trust - Family
Fidelity Southern Corporation - Common Stock	Â	Â	Â	Â	Â	Â	33,174	I	By Child - B.P.Miller
Fidelity Southern Corporation - Common Stock	Â	Â	Â	Â	Â	Â	39,688.24	I	By Child - E.P. Miller
Fidelity Southern Corporation - Common Stock	Â	Â	Â	Â	Â	Â	31,286	I	By Child - K. Lane Miller
Fidelity Southern Corporation - Common Stock	Â	Â	Â	Â	Â	Â	181,335.165	I	By Shares Held By Ltd Partnership

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. 6. Date Exercisable and Number Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right to Buy)	\$ 0 (5)	Â	Â	Â	Â	(6)	12/16/2006(7)	Fidelity Southern Corporation - Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
MILLER JAMES B JR									
3490 PIEDMONT ROAD	ÂΧ	â v	Executive Officer	Executive					
SUITE 1550	АА	АА	A Executive Officer	Officer					
ATLANTA, GA 30305									

Signatures

By: Barbara McNeill, Attorney in Fact 02/12/2009

**Signature of Reporting Person Da

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) Purchased at various times and prices in Fidelity Southern Corporation dividend reinvestment account and brokerage account.
- (2) Purchased at various times and prices in Fidelity Southern Corporation 401(k) in 2008.
- (3) Stock dividend paid 11/13/08 (one share for each 200 shares owned).
- (4) Purchased at various times and prices in Fidelity Southern dividend reinvestment account in 2008; Q4 stock dividend in brokerage account.

Reporting Owners 3

- (5) 7/22/08 exercise price is \$4.60 (closing price as of 7/21/08)
- (6) Exercisable: 1/3 on 7/22/09; 1/3 on 7/22/10; 1/3 on 7/22/11
- (7) Grant expires 7/22/2013

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.