MILLER JAMES B JR

Form 4 June 25, 2012

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

OMB APPROVAL OMB

Check this box if no longer subject to

3235-0287 Number: January 31,

2005

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Expires:

Form 5 obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MILLER JAMES B JR Issuer Symbol FIDELITY SOUTHERN CORP (Check all applicable) [LION]

_X__ Director _X__ 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Officer (give title _X_ Other (specify (Month/Day/Year)

below) below) 3490 PIEDMONT ROAD, SUITE 06/21/2012 Chairman / Executive Officer

1550

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

ATLANTA, GA 30305

(City)

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Owned Form: Beneficial (Month/Day/Year) Following Reported Direct (D) Ownership (Instr. 8) Transaction(s) or Indirect (Instr. 4) (A) (Instr. 3 and 4) (I)

(Instr. 4) Code V Amount (D) Price

Fidelity Southern

S 7.273 2,613,185.2846 D Corporation 06/21/2012

- Common Stock

Fidelity

Southern Corporation S 2,610,458.2846 D 06/22/2012

- Common Stock

> 920.7674 I

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Fidelity Southern Corporation - Common Stock							By 401(k) (1) (2) (3)
Fidelity Southern Corporation - Common Stock					10,418.0159	I	By Berlin American Co Llc
Fidelity Southern Corporation - Common Stock					197,015.2385	I	By Shares Held By Ltd Partnership
Fidelity Southern Corporation - Common Stock					95,922.5469	I	By Spouse
Fidelity Southern Corporation - Common Stock					233,406	I	By Trust - Family
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 1474 (9-02)
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
	Transaction Date Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	onNumber E	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)
			Code V	(A) (D)	Date Exercisable Expirat Date	ion	Title Amount or Number of Shares

Code V (A) (D)

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 Stock
 Fidelity

 Option (Right to Buy)
 \$ 4.6

 Tidelity Southern
 \$ 07/22/2009(4)

 07/22/2009(4)
 07/22/2013

 Corporation (Topmon Stock)
 - Common Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MILLER JAMES B JR

3490 PIEDMONT ROAD X X Chairman Executive Officer

ATLANTA, GA 30305

Signatures

Elna Klein-Kolarich, Attorney in Fact for James B.
Miller, Jr.

06/25/2012

**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) Not Active Footnote 8/26/04
- (2) Purchased 2200.4284 shares of Fidelity Southern Corporation stock in the 401(k) Plan at various times and prices during 2004.
- (3) Purchased 3,254 shares through Fidelity Southern Corporation 401(k) Plan @ various times and prices during 2003
- (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. 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.

Reporting Owners 3