

FIDELITY SOUTHERN CORP
 Form 4
 June 26, 2013

FORM 4

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

OMB APPROVAL

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

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

3. Date of Earliest Transaction (Month/Day/Year)
 06/24/2013

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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Fidelity Southern Corporation - Common Stock	06/24/2013		M		7,703	A	\$ 4.6	2,588,355.7624	D
Fidelity Southern Corporation - Common Stock	06/24/2013		S		7,703	D	\$ 12.0078	2,580,652.7624	D
	06/25/2013		M		10,888	A	\$ 4.6	2,591,540.7624	D

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Fidelity
Southern
Corporation
- Common
Stock

Fidelity
Southern
Corporation
- Common
Stock

06/25/2013 S 10,888 D \$ 12.2034 2,580,652.7624 D

Fidelity
Southern
Corporation
- Common
Stock

917.8575 I By 401(k)
(1) (2) (3)

Fidelity
Southern
Corporation
- Common
Stock

11,573.1191 I By
Grandchild
- N.p.
Miller

Fidelity
Southern
Corporation
- Common
Stock

212,999.3801 I By Shares
Held By
Ltd
Partnership

Fidelity
Southern
Corporation
- Common
Stock

239,668 I By Trust -
Family

Fidelity
Southern
Corporation
- Common
Stock

98,493.5666 I By Trust -
Spouse
Estate

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of S
Stock Option (Right to Buy)	\$ 4.6	06/24/2013	M	7,703					07/22/2009 ⁽⁴⁾	07/22/2013	Fidelity Southern Corporation - Common Stock	7,7
Stock Option (Right to Buy)	\$ 4.6	06/25/2013	M	10,888					07/22/2009 ⁽⁴⁾	07/22/2013	Fidelity Southern Corporation - Common Stock	10,
Stock Option (Right to Buy)	\$ 9								12/21/2013 ⁽⁵⁾	12/21/2017	Fidelity Southern Corporation - Common Stock	50,

Reporting Owners

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

Signatures

Elna Klein-Kolarich, Attorney in Fact for James B. Miller, Jr. 06/26/2013

__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

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(5) 16,667 on 12/21/2013; 16,666 on 12/21/2014; 16,666 on 12/21/2015

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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