

FIDELITY SOUTHERN CORP  
 Form 4  
 February 06, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 SHEPHERD W CLYDE III

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. Date of Earliest Transaction (Month/Day/Year)  
 02/03/2017

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

3490 PIEDMONT ROAD, SUITE 1550

(Street)

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

ATLANTA, GA 30305

(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	Price	
Fidelity Southern Corporation - Common Stock	02/03/2017		A <sup>(1)</sup>		299.8975	A \$ 23.336	297,715.6346 D
Fidelity Southern Corporation - Common Stock	02/03/2017		P		171.37	A \$ 23.336	297,887.0046 D
							2,078 I

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Fidelity Southern Corporation - Common Stock				By Child - Wm Clyde S Shepherd
Fidelity Southern Corporation - Common Stock	39,998	I		By Family Foundation
Fidelity Southern Corporation - Common Stock	5,784	I		By Family Partnership

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

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SEC 1474 (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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 16.82 <u>(2)</u>					03/19/2016 03/19/2020	Fidelity Southern Corporation - Common Stock 10,000
Stock Option (Right to Buy)	\$ 17.87					01/21/2017 <sup>(3)</sup> 01/21/2021	Fidelity Southern Corporation - Common Stock 10,000

Stock Option (Right to Buy)	\$ 15.56	01/23/2015 <sup>(4)</sup> 01/23/2019	Fidelity Southern Corporation - Common Stock	6,000
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEPHERD W CLYDE III 3490 PIEDMONT ROAD SUITE 1550 ATLANTA, GA 30305	X			

## Signatures

Barbara McNeill, Attorney in Fact for W. Clyde Shepherd III	02/06/2017
__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 awarded for service as a Director during the previous month.
- (2) Exercisable: 1/3 on 3/19/16, 1/3 on 3/19/17, 1/3 on 3/19/18
- (3) Exercisable: 1/3 on 1/21/2017; 1/3 on 1/21/2018; 1/3 on 1/21/2019
- (4) Exercisable: 1/3 on 1/23/2015; 1/3 on 1/23/2016; 1/3 on 1/23/2017

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.