

FIDELITY SOUTHERN CORP  
Form 4  
June 26, 2013

**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 \*  
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)  
06/24/2013

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  |                                | (A) or (D)  | Amount  |  |                                   |
| 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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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 | 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  | Amount or Number of Shares |
|-----------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|---------------------------|-----------------|--|----------------------------|
| Stock Option (Right to Buy) | \$ 4.6                       | 06/24/2013       | M          | 7,703  |      |   |     |     | 07/22/2009 <sup>(4)</sup> | 07/22/2013      | Fidelity Southern Corporation - Common Stock | 7,703                      |
| Stock Option (Right to Buy) | \$ 4.6                       | 06/25/2013       | M          | 10,888   |      |   |     |     | 07/22/2009 <sup>(4)</sup> | 07/22/2013      | Fidelity Southern Corporation - Common Stock | 10,888                     |
| Stock Option (Right to Buy) | \$ 9                         |                  |            |  |      |   |     |     | 12/21/2013 <sup>(5)</sup> | 12/21/2017      | Fidelity Southern Corporation - Common Stock | 50,000                     |

## 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

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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