PROCTOR H PALMER JR

Form 4

Stock

12/20/2012

December 21, 2012

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 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 PROCTOR H PALMER JR Issuer Symbol FIDELITY SOUTHERN CORP (Check all applicable) [LION] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) 3490 PIEDMONT ROAD, SUITE 12/19/2012 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 4. Securities Acquired 5. Amount of 1.Title of 2. Transaction Date 2A. Deemed 3. 6. 7. Nature Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership of Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial Ownership (Month/Day/Year) (Instr. 8) Owned Direct (D) or Indirect Following (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price **Fidelity** Southern Corporation 12/19/2012 M 6.923 Α \$ 4.6 214,845.3328 D - Common Stock **Fidelity** Southern Corporation 12/19/2012 S 6,923 207,922.3328 9.0527 - Common

M

3,253

Α

\$ 4.6

211,175.3328 D

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Fidelity Southern Corporation - Common Stock									
Fidelity Southern Corporation - Common Stock	12/20/2012		S	3,253	D	\$ 9.09	207,922.3328	D	
Fidelity Southern Corporation - Common Stock							17,953.9243	I	By 401(k) (1)
Fidelity Southern Corporation - Common Stock							2,561.4139	I	By H E Proctor
Fidelity Southern Corporation - Common Stock							2,561.4139	I	By P3 Proctor
Fidelity Southern Corporation - Common Stock							2,561.4139	I	By S B Proctor
Fidelity Southern Corporation - Common Stock							10,046.1414	I	By Spouse
Reminder: Reno	rt on a separate line for	each class of securit	ies benefic	rially own	ed dir	ectly or inc	lirectly		
Kepu	on a separate fine for	on security	S. Sellette	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)									

4.

Code

5. Number

Securities

Transaction of Derivative Expiration Date

6. Date Exercisable and

(Month/Day/Year)

1. Title of 2.

or Exercise

Security

3. Transaction Date 3A. Deemed

any

Derivative Conversion (Month/Day/Year) Execution Date, if

2

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	Amou or Numb of Shares
Stock Option (Right to Buy)	\$ 4.6	12/19/2012		M			6,923	07/22/2009(2)	07/22/2013	Fidelity Southern Corporation - Common Stock	6,92
Stock Option (Right to Buy)	\$ 4.6	12/20/2012		M			3,253	07/22/2009(2)	07/22/2013	Fidelity Southern Corporation - Common Stock	3,25

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
PROCTOR H PALMER JR 3490 PIEDMONT ROAD SUITE 1550 ATLANTA, GA 30305	X		Executive officer				

Signatures

Elna Kolarich, Attorney in Fact for H. Palmer Proctor, Jr.

**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) Purchased 863 shares at various times and prices through the Fidelity Southern Corporation 401(k) Plan during 2003
- (2) 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.

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