

MILLER JAMES B JR  
Form 5  
February 08, 2013

# FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2012

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

3490 PIEDMONT ROAD, SUITE 1550

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

ATLANTA, GA 30305

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Fidelity Southern Corporation - Common Stock	12/31/2012	Â	J	11,573.1191 (1)	A \$ 0 (1)	11,573.1191 I	By Grandchild - N.p. Miller
Fidelity Southern Corporation - Common	12/31/2012	Â	J	6,262 (2)	A \$ 0 (2)	239,668 I	By Trust - Family

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Stock

Fidelity

Southern Corporation - Common Stock

12/31/2012     Â     J     2,571.0197<sub>(2)</sub>     A     \$ 0<sub>(2)</sub>     98,493.5666     I

By Trust - Spouse Estate

Fidelity

Southern Corporation - Common Stock

12/31/2012     Â     J     5,566.1257<sub>(2)</sub>     A     \$ 0<sub>(2)</sub>     212,999.3801     I

By Shares Held By Ltd Partnership

Fidelity

Southern Corporation - Common Stock

12/31/2012     Â     J     2.9099<sub>(3)</sub>     D     \$ 0<sub>(3)</sub>     917.8575     I

By 401(k)

Fidelity

Southern Corporation - Common Stock

12/31/2012     Â     J     69,477.4778<sub>(2)</sub>     A     \$ 0<sub>(2)</sub>     2,639,935.7624     D     Â

Fidelity

Southern Corporation - Common Stock

12/31/2012     Â     J     10,418.0159<sub>(4)</sub>     D     \$ 0<sub>(4)</sub>     0     I

By Berlin American Co Llc

Fidelity

Southern Corporation - Common Stock

12/31/2012     Â     J     10,418.0159<sub>(4)</sub>     A     \$ 0<sub>(4)</sub>     212,999.3801     I

By Shares Held By Ltd Partnership

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 2270 (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)
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							Date Exercisable		Expiration Date	Title	Amount or Number of Shares	
							(A)	(D)				
Stock Option (Right to Buy)	\$ 4.6								07/22/2009 <sup>(5)</sup>	07/22/2013	Fidelity Southern Corporation - Common Stock	75,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER JAMES B JR 3490 PIEDMONT ROAD SUITE 1550 ATLANTA, GA 30305	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> Chairman	<input checked="" type="checkbox"/> Executive Officer

## Signatures

Barbara McNeill, Attorney in Fact for James B. Miller, Jr. 02/08/2013

\*\*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) Accepts beneficial ownership - minor grandchild
- (2) Stock dividend shares paid during the reporting year.
- (3) Adjustment for stock price
- (4) Shares transferred to Partnership
- (5) 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 provided 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.