

MILLER JAMES B JR  
Form 4  
May 17, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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)  
05/17/2012

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 Indirect Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Fidelity Southern Corporation - Common Stock	05/17/2012		J(1)	V	3,801.7248	D	(1) 0	I	By Grandchild - T. W. Armstrong III
Fidelity Southern Corporation - Common Stock	05/17/2012		J(1)	V	10,906.1313	D	(1) 0	I	By Grandchild - N.p. Miller
	05/17/2012		J(1)	V	3,801.7248	D	(1) 0	I	

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Fidelity Southern Corporation - Common Stock									By Grandchild - C. E. Armstrong
Fidelity Southern Corporation - Common Stock	05/17/2012	J <sup>(2)</sup>	V	47,573.2075	D	(2)	0	I	By Child - E.p. Miller
Fidelity Southern Corporation - Common Stock	05/17/2012	J <sup>(3)</sup>	V	34,969.7769	D	(3)	0	I	By Child - B.p.miller
Fidelity Southern Corporation - Common Stock							2,544,596.6586	D	
Fidelity Southern Corporation - Common Stock							901.6842	I	By 401(k)
Fidelity Southern Corporation - Common Stock							10,079.2414	I	By Berlin American Co Llc
Fidelity Southern Corporation - Common Stock							190,608.6693	I	By Shares Held By Ltd Partnership
Fidelity Southern Corporation - Common Stock							92,804.5318	I	By Spouse
Fidelity Southern Corporation - Common Stock							225,817	I	By Trust - Family

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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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.6					07/22/2009 <sup>(4)</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	X	X	Chairman	Executive Officer

## Signatures

Barbara McNeill, Attorney in Fact for James B. Miller, Jr. 05/17/2012

\_\_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 held by Mr. Miller's grandchild. Mr. Miller disclaims beneficial ownership of these shares.

(2) Shares held by Mr. Miller's adult daughter. Mr. Miller disclaims beneficial ownership of these shares.

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(3) Shares held by Mr. Miller's adult son. Mr. Miller disclaims beneficial ownership of these shares.

(4) 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.

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