

SHEPHERD W CLYDE III  
 Form 5  
 February 04, 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 \*  
 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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2012

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 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) Amount or (D) Price			
Fidelity Southern Corporation - Common Stock	12/31/2012	Â	J	114 <sup>(1)</sup>	A \$ 0 <sup>(1)</sup> 2,013	I	By Child - Wm Clyde S Shepherd
Fidelity Southern Corporation - Common	12/31/2012	Â	J	321 <sup>(1)</sup>	A \$ 0 <sup>(1)</sup> 5,599	I	By Family Partnership

Stock

Fidelity

Southern

Corporation

- Common

Stock

12/31/2012

Â

J

2,236 <sup>(1)</sup>

A

\$ 0  
(1)

38,708

I

By Family  
Foundation

Fidelity

Southern

Corporation

- Common

Stock

12/31/2012

Â

J

14,185.3754  
(1)

A

\$ 0  
(1)

248,328.1684

D

Â

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

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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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					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Stock Option (Right to Buy)	\$ 6.15	Â	Â	Â	Â	01/19/2013 <sup>(2)</sup>	01/19/2017	Fidelity Southern Corporation - Common Stock	10,000
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Stock Option (Right to Buy)	\$ 4.6	Â	Â	Â	Â	07/22/2009 <sup>(3)</sup>	07/22/2013	Fidelity Southern Corporation - Common Stock	1,000
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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

02/04/2013

\_\_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) Stock dividend shares paid during the reporting year.
  - (2) Exercisable: 1/3 on 1/19/13; 1/3 on 1/19/14; 1/3 on 1/19/15
  - (3) 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.