FIDELITY SOUTHERN CORP

Form 4

January 23, 2017

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue.

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

SECURITIES

burden hours per response... 0.5

See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading PROCTOR H PALMER JR Symbol

(Middle)

(Zip)

5. Relationship of Reporting Person(s) to Issuer

FIDELITY SOUTHERN CORP

3. Date of Earliest Transaction

[LION]

_X__ Director 10% Owner

(Check all applicable)

(Month/Day/Year)

01/19/2017

Other (specify X_ Officer (give title below) Executive officer

3490 PIEDMONT ROAD, SUITE

(First)

(State)

1550

(Street)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

 $F^{(1)}$

X Form filed by One Reporting Person Form filed by More than One Reporting

ATLANTA, GA 30305

(City)	(State) (Z	Table	I - Non-Do	erivative Se	curitie	s Acqui	red, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securiti on(A) or Dis (Instr. 3, 4)	posed c	of (D)	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 Beneficial Ownership (Instr. 4)

Fidelity Southern

12,500 D

167,136.9481 D

Corporation

01/19/2017

- Common Stock

Fidelity

Southern Corporation

By 23,167.2295 401(k) (2)

- Common Stock

> 54,700 Ι

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Fidelity Southern Corporation - Common Stock			By Custody Account
Fidelity Southern Corporation - Common Stock	7,433.3998	3 I	By P3 Proctor
Fidelity Southern Corporation - Common Stock	7,433.3998	3 I	By S B Proctor
Fidelity Southern Corporation - Common Stock	20,800.407	74 I	By Spouse
Fidelity Southern Corporation - Common Stock	7,433.3998	3 I	By H E Proctor
Reminder: Report on a separate line for each class of securities bene	ficially 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.		
	uired, Disposed of, or Beneficially Owner	d	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisab	le and	7. Title and Amo	ount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Underlying Secu	rities
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative				
	Derivative				Securities				
	Security				Acquired				
	•				(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
							E		Amount
						Date Exercisable	Expiration	Title	or
				C 1 W	(A) (D)		Date		Number
				Code V	(A) (D)				of Shares

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Stock Option (Right to Buy)	\$ 10.75 (3)	04/24/2003	04/24/2009	Fidelity Southern Corporation - Common	2,000
Buy)				Stock	
Stock Option (Right to Buy)	\$ 18.7	02/01/2008(4)	02/01/2011	Fidelity Southern Corporation - Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
PROCTOR H PALMER JR 3490 PIEDMONT ROAD SUITE 1550 ATLANTA, GA 30305	X		Executive officer				

Signatures

Brittany Caylor, Attorney in Fact for H. Palmer
Proctor Jr.

01/23/2017

**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 withheld for tax obligations
- (2) Purchased 863 shares at various times and prices through the Fidelity Southern Corporation 401(k) Plan during 2003
- (3) Granted 10,000 shares 4/24/2002 @ \$10.75
- (4) Exercisable: 1/3 on 02/01/08; 1/3 on 02/01/09; 1/3 on 02/01/10

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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