

MILLER JAMES B JR
Form 5
February 12, 2009

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 of Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Officer / 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)
Fidelity Southern Corporation - Common Stock	12/31/2008	^	J	35,907.2 (1)	A \$ (1) 2,249,019.7886	D	^
Fidelity Southern Corporation - Common	12/31/2008	^	J	5,562.355 (2)	A \$ (2) 104,367.607	I	By 401(k)

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Stock										
Fidelity Southern Corporation - Common Stock	12/31/2008	Â	J	5.6973 ⁽³⁾	A	\$ ⁽³⁾	6,056.6826	I		By Berlin American Co LLC
Fidelity Southern Corporation - Common Stock	12/31/2008	Â	J	51.7245 ⁽⁴⁾	A	\$ ⁽⁴⁾	6,852.3653	I		By Grandchild - N.P. Miller
Fidelity Southern Corporation - Common Stock	12/31/2008	Â	J	5 ⁽³⁾	A	\$ ⁽³⁾	1,195	I		By IRA
Fidelity Southern Corporation - Common Stock	12/31/2008	Â	J	33.4757 ⁽⁴⁾	A	\$ ⁽⁴⁾	89,689.0891	I		By Spouse
Fidelity Southern Corporation - Common Stock	12/31/2008	Â	J	1,068 ⁽³⁾	A	\$ ⁽³⁾	214,836	I		By Trust - Family
Fidelity Southern Corporation - Common Stock	Â	Â	Â	Â	Â	Â	33,174	I		By Child - B.P.Miller
Fidelity Southern Corporation - Common Stock	Â	Â	Â	Â	Â	Â	39,688.24	I		By Child - E.P. Miller
Fidelity Southern Corporation - Common Stock	Â	Â	Â	Â	Â	Â	31,286	I		By Child - K. Lane Miller
Fidelity Southern Corporation - Common Stock	Â	Â	Â	Â	Â	Â	181,335.165	I		By Shares Held By Ltd Partnership

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

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(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)	\$ 0 ⁽⁵⁾	Â	Â	Â	Â Â	Date Exercisable: (A) (D) Â ⁽⁶⁾ 12/16/2006 ⁽⁷⁾	Title: 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	Â X	Â X	Â Executive Officer	Executive Officer

Signatures

By: Barbara McNeill, Attorney in Fact Date: 02/12/2009

 **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 at various times and prices in Fidelity Southern Corporation dividend reinvestment account and brokerage account.

(2) Purchased at various times and prices in Fidelity Southern Corporation 401(k) in 2008.

(3) Stock dividend paid 11/13/08 (one share for each 200 shares owned).

(4) Purchased at various times and prices in Fidelity Southern dividend reinvestment account in 2008; Q4 stock dividend in brokerage account.

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(5) 7/22/08 exercise price is \$4.60 (closing price as of 7/21/08)

(6) Exercisable: 1/3 on 7/22/09; 1/3 on 7/22/10; 1/3 on 7/22/11

(7) Grant expires 7/22/2013

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.