

FIDELITY SOUTHERN CORP

Form 4

June 27, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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

3. Date of Earliest Transaction
(Month/Day/Year)
06/26/2013

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

(Street)
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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Fidelity Southern Corporation - Common Stock	06/26/2013		M		31,409	A	\$ 4.6
					2,612,061.7624	D	
Fidelity Southern Corporation - Common Stock	06/26/2013		S		31,409	D	\$ 12.1295
					2,580,652.7624	D	

917.8575 I

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Fidelity Southern Corporation - Common Stock						By 401(k) (1) (2) (3)
Fidelity Southern Corporation - Common Stock	11,573.1191	I				By Grandchild - N.p. Miller
Fidelity Southern Corporation - Common Stock	212,999.3801	I				By Shares Held By Ltd Partnership
Fidelity Southern Corporation - Common Stock	239,668	I				By Trust - Family
Fidelity Southern Corporation - Common Stock	98,493.5666	I				By Trust - Spouse Estate

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)	8. Amount or Number of Shares of Underlying Security
Stock Option	\$ 4.6	06/26/2013		M	31,409	07/22/2009 ⁽⁴⁾ 07/22/2013	Fidelity Southern	31,

(Right to
Buy)Corporation
- Common
StockStock
Option
(Right to
Buy) \$ 912/21/2013⁽⁵⁾ 12/21/2017 Corporation - Common Stock 50,

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

Elna Klein-Kolarich, Attorney in Fact for James B.
Miller, Jr.

06/27/2013

__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) Not Active Footnote - 8/26/04
- (2) Purchased 2200.4284 shares of Fidelity Southern Corporation stock in the 401(k) Plan at various times and prices during 2004.
- (3) Purchased 3,254 shares through Fidelity Southern Corporation 401(k) Plan @ various times and prices during 2003
- (4) Exercisable: 1/3 on 7/22/09; 1/3 on 7/22/10; 1/3 on 7/22/11
- (5) 16,667 on 12/21/2013; 16,666 on 12/21/2014; 16,666 on 12/21/2015

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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