

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2012-12-31**
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REPORTING OWNER

SMITH RANKIN M JR

CIK: **1256290**

Type: **5** | Act: **34** | File No.: **001-34981** | Film No.: **13551355**

ISSUER

FIDELITY SOUTHERN CORP

CIK: **822662** | IRS No.: **581416811** | State of Incorpor.: **GA** | Fiscal Year End: **1231**
SIC: **6022** State commercial banks

Mailing Address
*PO BOX 105075
ATLANTA GA 30348*

Business Address
*3490 PIEDMONT RD
STE 1550
ATLANTA GA 30305
4043715500*

FORM 5

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 SMITH RANKIN M JR			2. Issuer Name and Ticker or Trading Symbol FIDELITY SOUTHERN CORP [LION]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
3490 PIEDMONT ROAD, SUITE 1550			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) ATLANTA, GA 30305								
(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)
				Amount	(A) or (D)	Price			
Fidelity Southern Corporation - Common Stock	12/31/2012		J	18 ⁽¹⁾	A	\$ 0 ⁽¹⁾	326	I	By Spouse
Fidelity Southern Corporation - Common Stock	12/31/2012		J	14,027.7892 ⁽¹⁾	A	\$ 0 ⁽¹⁾	219,583.9276	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$6.15						01/19/2013 ⁽²⁾	01/19/2017	Fidelity Southern Corporation - Common Stock	10,000	10,000	D	
Stock Option	\$4.6						07/22/2009 ⁽³⁾	07/22/2013	Fidelity Southern	1,000	1,000	D	

(Right to Buy)									Corporation - Common Stock					
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Explanation of Responses:

- 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

Signatures

Barbara McNeill, Attorney in Fact for Rankin M. Smith, Jr.

** Signature of Reporting Person

01/28/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.