

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

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

MILLER JAMES B JR

CIK: **1115330**

Type: **4** | Act: **34** | File No.: **001-34981** | Film No.: **13552100**

Mailing Address
C/O FIDELITY SOUTHERN
CORPORATION
3490 PIEDMONT ROAD
#1550
ATLANTA GA 30305

ISSUER

FIDELITY SOUTHERN CORP

CIK: **822662** | IRS No.: **581416811** | State of Incorp.: **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 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

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

OMB APPROVAL	
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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 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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Chairman / Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/28/2013			6. Individual or Joint/Group Filing (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 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)
			Code	V	Amount	(A) or (D)	Price			
Fidelity Southern Corporation - Common Stock	01/28/2013		S		15,379	D	\$10.6103	2,570,458.2846	D	
Fidelity Southern Corporation - Common Stock	01/28/2013		M		15,379	A	\$4.6	2,585,837.2846	D	
Fidelity Southern Corporation - Common Stock								920.7674	I	By 401(k)
Fidelity Southern Corporation - Common Stock								10,418.0159	I	By Berlin American Co Llc
Fidelity Southern Corporation - Common Stock								197,015.2385	I	By Shares Held By Ltd Partnership
Fidelity Southern Corporation - Common Stock								95,922.5469	I	By Spouse
Fidelity Southern Corporation - Common Stock								233,406	I	By Trust - Family

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Stock Option (Right to Buy)	\$4.6	01/28/2013	<u>M</u>		15,379	07/22/2009 ⁽¹⁾	07/22/2013	Fidelity Southern Corporation - Common Stock	15,379	\$ 0	59,621	D	
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Explanation of Responses:

- 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 James B. Miller, 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.