

MILLER JAMES B JR
Form 5
February 09, 2010

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)
12/31/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman / 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) |
|--|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) Amount or (D) Price | | | |
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 45,317.8714 (1) A \$ (1) | 2,294,337.66 | D | Â |
| Fidelity Southern Corporation - Common | 12/31/2009 | Â | J | 4,882.393 (5) A \$ (5) | 109,250 | I | By 401(k) (2) (3) (4) |

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| | | | | | | | | | |
|--|------------|---|---|---------------------------|---|-------------------|--------------|---|-------------------------------------|
| Stock | | | | | | | | | |
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 60.7182 ⁽¹⁾ | A | \$ ⁽¹⁾ | 9,654.8699 | I | By Berlin American Co Llc |
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 665 ⁽¹⁾ | A | \$ ⁽¹⁾ | 33,839 | I | By Child - B.p.miller |
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 6,338.8659 ⁽¹⁾ | A | \$ ⁽¹⁾ | 46,027.1059 | I | By Child - E.p. Miller |
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 628 ⁽¹⁾ | A | \$ ⁽¹⁾ | 31,914 | I | By Child - K. Lane Miller |
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 36.5076 ⁽¹⁾ | A | \$ ⁽¹⁾ | 3,678.1682 | I | By Grandchild - C. E. Armstrong |
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 170.55 ⁽¹⁾ | A | \$ ⁽¹⁾ | 10,560.3844 | I | By Grandchild - N.p. Miller |
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 36.5076 ⁽¹⁾ | A | \$ ⁽¹⁾ | 3,678.1682 | I | By Grandchild - T. W. Armstrong III |
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 23 ⁽¹⁾ | A | \$ ⁽¹⁾ | 1,218 | I | By Ira |
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 3,653.9944 ⁽¹⁾ | A | \$ ⁽¹⁾ | 184,989.1594 | I | By Shares Held By Ltd Partnership |

| | | | | | | | | | |
|--|------------|---|---|--------------------------|---|---------------|-------------|---|-------------------|
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 1,800.7517 <u>(1)</u> | A | \$ <u>(1)</u> | 91,489.8408 | I | By Spouse |
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 4,327 <u>(1)</u> | A | \$ <u>(1)</u> | 219,163 | I | By Trust - Family |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 4.6 | Â | Â | Â | Â Â | 07/22/2009 ⁽⁶⁾ 07/22/2013 | 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 Chairman | Executive Officer |

Signatures

Barbara McNeill, Attorney in Fact for James B.
Miller, Jr.

02/09/2010

__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) Stock dividend shares paid during the reporting year.
- (2) Not Active Footnote - 8/26/04
- (3) Purchased 2200.4284 shares of Fidelity Southern Corporation stock in the 401(k) Plan at various times and prices during 2004.
- (4) Purchased 3,254 shares through Fidelity Southern Corporation 401(k) Plan @ various times and prices during 2003
- (5) Purchased at various times and prices in Fidelity Southern Corporation 401(k) during the reporting year
- (6) Exercisable: 1/3 on 7/22/09; 1/3 on 7/22/10; 1/3 on 7/22/11

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