

FIDELITY SOUTHERN CORP
 Form 4
 May 09, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SHEPHERD W CLYDE III

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. Date of Earliest Transaction (Month/Day/Year)
 05/06/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

3490 PIEDMONT ROAD, SUITE 1550

(Street)

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

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 | 05/06/2016 | | A ⁽¹⁾ | | 437.973 | A | \$ 15.98 |
| Fidelity Southern Corporation - Common Stock | 05/06/2016 | | P | | 250.231 | A | \$ 15.98 |
| | | | | | | | 2,078 |
| | | | | | | | I |

Edgar Filing: FIDELITY SOUTHERN CORP - Form 4

| | | | | |
|--|--------|---|--|--------------------------------|
| Fidelity Southern Corporation - Common Stock | | | | By Child - Wm Clyde S Shepherd |
| Fidelity Southern Corporation - Common Stock | 39,998 | I | | By Family Foundation |
| Fidelity Southern Corporation - Common Stock | 5,784 | I | | By Family Partnership |

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

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 control number.

SEC 1474
(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Stock Option (Right to Buy) | \$ 6.15 | | | | | 01/19/2013 ⁽²⁾ 01/19/2017 | Fidelity Southern Corporation - Common Stock | 6,666 |
| Stock Option (Right to Buy) | \$ 15.56 | | | | | 01/23/2015 ⁽³⁾ 01/23/2019 | Fidelity Southern Corporation - Common Stock | 6,000 |

| | | | | | |
|--------------------------------------|----------------------------|---------------------------|------------|--|--------|
| Stock Option (Right to Buy) | \$ 17.87 | 01/21/2017 ⁽⁴⁾ | 01/21/2021 | Fidelity Southern Corporation - Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 16.82 ⁽⁵⁾ | 03/19/2016 | 03/19/2020 | Fidelity Southern Corporation - Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SHEPHERD W CLYDE III 3490 PIEDMONT ROAD SUITE 1550 ATLANTA, GA 30305 | X | | | |

Signatures

| | |
|---|------------|
| Faith Hynes, Attorney in Fact for W. Clyde Shepherd, III | 05/09/2016 |
| <u> </u> **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) Shares awarded for service as a Director during the previous month.
 - (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 1/23/2015; 1/3 on 1/23/2016; 1/3 on 1/23/2017
 - (4) Exercisable: 1/3 on 1/21/2017; 1/3 on 1/21/2018; 1/3 on 1/21/2019
 - (5) Exercisable: 1/3 on 3/19/16, 1/3 on 3/19/17, 1/3 on 3/19/18

Note: File three copies of this Form, one of which must be manually signed. If space 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.