

SHEPHERD W CLYDE III  
 Form 5  
 February 09, 2010

**FORM 5**

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

OMB APPROVAL

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 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 \*  
 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. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2009

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 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 Ownership (Instr. 4)
Fidelity Southern Corporation - Common Stock	12/31/2009	Â	J	843.6979 (1) A \$ (1)	56,513.4179	D	Â
Fidelity Southern Corporation - Common	12/31/2009	Â	J	100 (2) A \$ (2)	5,125	I	By Family Partnership

Stock										
Fidelity Southern Corporation - Common Stock	12/31/2009	Â	J	698 <sup>(2)</sup>	A	\$ <sup>(2)</sup>	35,400	I		By Family Foundation
Fidelity Southern Corporation - Common Stock	12/31/2009	Â	J	96 <sup>(2)</sup>	A	\$ <sup>(2)</sup>	56,609.4179	D		Â
Fidelity Southern Corporation - Common Stock	12/31/2009	Â	J	1,845 <sup>(3)</sup>	D	\$ <sup>(3)</sup>	54,764.4179	D		Â
Fidelity Southern Corporation - Common Stock	12/31/2009	Â	J	1,845 <sup>(3)</sup>	A	\$ <sup>(3)</sup>	1,845	I		By Child - Wm Clyde S Shepherd
Fidelity Southern Corporation - Common Stock	Â	Â	Â	Â	Â	Â	0	I		By Custodian For Child

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
					(A) (D)		Amount or Number of Shares

