

FIDELITY SOUTHERN CORP
 Form 4
 June 26, 2013

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 *
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)
 3490 PIEDMONT ROAD, SUITE 1550

3. Date of Earliest Transaction (Month/Day/Year)
 06/24/2013

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

(Street)
 ATLANTA, GA 30305

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

(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 | (D) | Price | | |
| Fidelity Southern Corporation - Common Stock | 06/24/2013 | | M | | 7,703 | A | \$ 4.6 | 2,588,355.7624 | D |
| Fidelity Southern Corporation - Common Stock | 06/24/2013 | | S | | 7,703 | D | \$ 12.0078 | 2,580,652.7624 | D |
| | 06/25/2013 | | M | | 10,888 | A | \$ 4.6 | 2,591,540.7624 | D |

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Fidelity
Southern
Corporation
- Common
Stock

Fidelity
Southern
Corporation
- Common
Stock

06/25/2013 S 10,888 D \$ 12.2034 2,580,652.7624 D

Fidelity
Southern
Corporation
- Common
Stock

917.8575 I By 401(k)
(1) (2) (3)

Fidelity
Southern
Corporation
- Common
Stock

11,573.1191 I By
Grandchild
- N.p.
Miller

Fidelity
Southern
Corporation
- Common
Stock

212,999.3801 I By Shares
Held By
Ltd
Partnership

Fidelity
Southern
Corporation
- Common
Stock

239,668 I By Trust -
Family

Fidelity
Southern
Corporation
- Common
Stock

98,493.5666 I By Trust -
Spouse
Estate

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo or Num of S |
|--------------------------------------|------------------------------------|------------------|------------|--|------|---|-----|-----|---------------------------|--------------------|--|--------------------------|
| Stock Option (Right to Buy) | \$ 4.6 | 06/24/2013 | M | 7,703 | | | | | 07/22/2009 ⁽⁴⁾ | 07/22/2013 | Fidelity Southern Corporation - Common Stock | 7,7 |
| Stock Option (Right to Buy) | \$ 4.6 | 06/25/2013 | M | 10,888 | | | | | 07/22/2009 ⁽⁴⁾ | 07/22/2013 | Fidelity Southern Corporation - Common Stock | 10, |
| Stock Option (Right to Buy) | \$ 9 | | | | | | | | 12/21/2013 ⁽⁵⁾ | 12/21/2017 | Fidelity Southern Corporation - Common Stock | 50, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------------------|
| | Director | 10% Owner | Officer | Other |
| MILLER JAMES B JR 3490 PIEDMONT ROAD SUITE 1550 ATLANTA, GA 30305 | X | X | Chairman | Executive Officer |

Signatures

Elna Klein-Kolarich, Attorney in Fact for James B. Miller, Jr. 06/26/2013

__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) Not Active Footnote - 8/26/04

(2) Purchased 2200.4284 shares of Fidelity Southern Corporation stock in the 401(k) Plan at various times and prices during 2004.

(3) Purchased 3,254 shares through Fidelity Southern Corporation 401(k) Plan @ various times and prices during 2003

(4) Exercisable: 1/3 on 7/22/09; 1/3 on 7/22/10; 1/3 on 7/22/11

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(5) 16,667 on 12/21/2013; 16,666 on 12/21/2014; 16,666 on 12/21/2015

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

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