

PROCTOR H PALMER JR
Form 4
December 21, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
PROCTOR H PALMER 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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2012

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

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 or Price		
Fidelity Southern Corporation - Common Stock	12/19/2012		M		6,923 A \$ 4.6	214,845.3328	D
Fidelity Southern Corporation - Common Stock	12/19/2012		S		6,923 D \$ 9.0527	207,922.3328	D
	12/20/2012		M		3,253 A \$ 4.6	211,175.3328	D

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Fidelity
Southern
Corporation
- Common
Stock

Fidelity
Southern
Corporation
- Common
Stock

12/20/2012

S 3,253 D \$ 9.09 207,922.3328 D

Fidelity
Southern
Corporation
- Common
Stock

17,953.9243 I

By
401(k) (1)

Fidelity
Southern
Corporation
- Common
Stock

2,561.4139 I

By H E
Proctor

Fidelity
Southern
Corporation
- Common
Stock

2,561.4139 I

By P3
Proctor

Fidelity
Southern
Corporation
- Common
Stock

2,561.4139 I

By S B
Proctor

Fidelity
Southern
Corporation
- Common
Stock

10,046.1414 I

By
Spouse

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

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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	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.6	12/19/2012	M	6,923					07/22/2009 ⁽²⁾	07/22/2013	Fidelity Southern Corporation - Common Stock	6,923
Stock Option (Right to Buy)	\$ 4.6	12/20/2012	M	3,253					07/22/2009 ⁽²⁾	07/22/2013	Fidelity Southern Corporation - Common Stock	3,253

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PROCTOR H PALMER JR 3490 PIEDMONT ROAD SUITE 1550 ATLANTA, GA 30305	X		Executive officer	

Signatures

Elna Kolarich, Attorney in Fact for H. Palmer Proctor, Jr. 12/21/2012

**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) Purchased 863 shares at various times and prices through the Fidelity Southern Corporation 401(k) Plan during 2003
- (2) Exercisable: 1/3 on 7/22/09; 1/3 on 7/22/10; 1/3 on 7/22/11

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.