

PROCTOR H PALMER JR  
Form 5  
February 11, 2013

# 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 \*  
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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
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	12/31/2012	^	J	1,548.3026 (1)	A \$ 0 (1)	219,416.6779 D	^
Fidelity Southern Corporation - Common	12/31/2012	^	J	12,853.0425 (2)	A \$ 0 (2)	219,416.6779 D	^

Stock

Fidelity Southern Corporation - Common Stock	12/31/2012	Â	J	1,676.4257 (3)	A	\$ 0 (3)	19,630.35	I	By 401(k)
Fidelity Southern Corporation - Common Stock	12/31/2012	Â	J	157.1333 (2)	A	\$ 0 (2)	2,718.5472	I	By H E Proctor
Fidelity Southern Corporation - Common Stock	12/31/2012	Â	J	157.1333 (2)	A	\$ 0 (2)	2,718.5472	I	By P3 Proctor
Fidelity Southern Corporation - Common Stock	12/31/2012	Â	J	157.1333 (2)	A	\$ 0 (2)	2,718.5472	I	By S B Proctor
Fidelity Southern Corporation - Common Stock	12/31/2012	Â	J	616.2941 (2)	A	\$ 0 (2)	10,662.4355	I	By Spouse

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

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(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)
	\$ 9	Â	Â	Â	(A) (D) Â Â	Date Exercisable Expiration Date 12/21/2013(4) 12/21/2017	Title Amount or Number of Sha 50,00

Stock  
Option  
(Right to  
Buy)

Fidelity  
Southern  
Corporation  
- Common  
Stock

Stock  
Option  
(Right to  
Buy)

\$ 4.6

^

^

^

^

^

07/22/2009<sup>(5)</sup>

07/22/2013

Fidelity  
Southern  
Corporation  
- Common  
Stock

14,8

## 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

Barbara McNeill, Attorney in Fact for H. Palmer  
Proctor, Jr.

02/11/2013

\_\_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) Purchased at various times and prices in the Fidelity Southern Employee Stock Purchase Plan in the reporting year; stock dividends paid in the reporting year.
- (2) Stock dividend shares paid during the reporting year.
- (3) Purchased at various times and prices in the Fidelity Southern 401(k) Plan during the reporting year; stock dividends paid during the reporting year.
- (4) 1/3 on 12/21/2013; 1/3 on 12/21/2014; 1/3 on 12/21/2015
- (5) 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 provided 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.