

MILLER JAMES B JR

Form 5

February 09, 2010

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**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

## OMB APPROVAL

OMB  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
MILLER JAMES B JR2. Issuer Name **and** Ticker or Trading  
SymbolFIDELITY 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)

Chairman / 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<br>Security<br>(Instr. 3)                    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end of<br>Issuer's Fiscal<br>Year<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|----------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Fidelity<br>Southern<br>Corporation<br>- Common<br>Stock | 12/31/2009                              | Â                                                           | J                                       | 45,317.8714<br>(1) A \$ (1) 2,294,337.66                                | D                                                                                                            | Â                                                                          |                                                                   |
| Fidelity<br>Southern<br>Corporation<br>- Common          | 12/31/2009                              | Â                                                           | J                                       | 4,882.393 (5) A \$ (5) 109,250                                          | I                                                                                                            | By 401(k)<br>(2) (3) (4)                                                   |                                                                   |

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|                                              |            |   |   |                           |   |                   |              |   |  |                                     |
|----------------------------------------------|------------|---|---|---------------------------|---|-------------------|--------------|---|--|-------------------------------------|
| Stock                                        |            |   |   |                           |   |                   |              |   |  |                                     |
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 60.7182 <sup>(1)</sup>    | A | \$ <sup>(1)</sup> | 9,654.8699   | I |  | By Berlin American Co Llc           |
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 665 <sup>(1)</sup>        | A | \$ <sup>(1)</sup> | 33,839       | I |  | By Child - B.p.miller               |
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 6,338.8659 <sup>(1)</sup> | A | \$ <sup>(1)</sup> | 46,027.1059  | I |  | By Child - E.p. Miller              |
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 628 <sup>(1)</sup>        | A | \$ <sup>(1)</sup> | 31,914       | I |  | By Child - K. Lane Miller           |
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 36.5076 <sup>(1)</sup>    | A | \$ <sup>(1)</sup> | 3,678.1682   | I |  | By Grandchild - C. E. Armstrong     |
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 170.55 <sup>(1)</sup>     | A | \$ <sup>(1)</sup> | 10,560.3844  | I |  | By Grandchild - N.p. Miller         |
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 36.5076 <sup>(1)</sup>    | A | \$ <sup>(1)</sup> | 3,678.1682   | I |  | By Grandchild - T. W. Armstrong III |
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 23 <sup>(1)</sup>         | A | \$ <sup>(1)</sup> | 1,218        | I |  | By Ira                              |
| Fidelity Southern Corporation - Common Stock | 12/31/2009 | Â | J | 3,653.9944 <sup>(1)</sup> | A | \$ <sup>(1)</sup> | 184,989.1594 | I |  | By Shares Held By Ltd Partnership   |

|                                                       |            |   |   |                   |   |        |             |   |           |
|-------------------------------------------------------|------------|---|---|-------------------|---|--------|-------------|---|-----------|
| Fidelity<br>Southern<br>Corporation - Common<br>Stock | 12/31/2009 | Â | J | 1,800.7517<br>(1) | A | \$ (1) | 91,489.8408 | I | By Spouse |
|-------------------------------------------------------|------------|---|---|-------------------|---|--------|-------------|---|-----------|

|                                                       |            |   |   |           |   |        |         |   |                      |
|-------------------------------------------------------|------------|---|---|-----------|---|--------|---------|---|----------------------|
| Fidelity<br>Southern<br>Corporation - Common<br>Stock | 12/31/2009 | Â | J | 4,327 (1) | A | \$ (1) | 219,163 | I | By Trust -<br>Family |
|-------------------------------------------------------|------------|---|---|-----------|---|--------|---------|---|----------------------|

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 2270  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 4.6                                                             | Â                                       | Â                                                           | Â                                    | Â Â                                                                                                                | 07/22/2009(6) 07/22/2013                                       | Fidelity<br>Southern<br>Corporation - Common<br>Stock               |

## Reporting Owners

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

## Signatures

Barbara McNeill, Attorney in Fact for James B.  
Miller, Jr.

02/09/2010

\_\_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) Stock dividend shares paid during the reporting year.
- (2) Not Active Footnote - 8/26/04
- (3) Purchased 2200.4284 shares of Fidelity Southern Corporation stock in the 401(k) Plan at various times and prices during 2004.
- (4) Purchased 3,254 shares through Fidelity Southern Corporation 401(k) Plan @ various times and prices during 2003
- (5) Purchased at various times and prices in Fidelity Southern Corporation 401(k) during the reporting year
- (6) 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.