

FIDELITY SOUTHERN CORP

Form 5

January 30, 2015

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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 *
SHEPHERD W CLYDE III

(Last) (First) (Middle)

3490 PIEDMONT ROAD, SUITE
1550

(Street)

2. Issuer Name and Ticker or Trading
SymbolFIDELITY SOUTHERN CORP
[LION]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20145. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)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)
Fidelity Southern Corporation - Common Stock	12/31/2014	Â	J	23 ⁽¹⁾	A \$ 0 (1) 5,784	I	By Family Partnership
Fidelity Southern Corporation - Common	12/31/2014	Â	J	8 ⁽¹⁾	A \$ 0 (1) 2,078	I	By Child - Wm Clyde S Shepherd

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Stock

Fidelity

Southern

Corporation
- Common

Stock

Fidelity

Southern

Corporation
- Common

Stock

12/31/2014

Â

J

4,398.7569
(2)

A

\$ 0
(2)

276,510.5432

D

Â

12/31/2014

Â

J

159 (1)

A

\$ 0
(1)

39,998

I

By Family
Foundation

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

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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 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 Amount or Number of Shares
Stock Option (Right to Buy)	\$ 15.56	Â	Â	Â	Â Â	01/23/2015(3) 01/23/2019	Fidelity Southern Corporation - Common Stock 6,00
Stock Option (Right to Buy)	\$ 6.15	Â	Â	Â	Â Â	01/19/2013(4) 01/19/2017	Fidelity Southern Corporation - Common Stock 6,66

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

SHEPHERD W CLYDE III
3490 PIEDMONT ROAD
SUITE 1550
ATLANTA, GA 30305

^ X ^ ^ ^

Signatures

Barbara McNeill, Attorney in Fact for W. Clyde
Shepherd III

01/30/2015

__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 received during the reporting year.
- (2) Stock dividend and reinvested cash dividend shares received during the reporting year.
- (3) Exercisable: 1/3 on 1/23/2015; 1/3 on 1/23/2016; 1/3 on 1/23/2017
- (4) Exercisable: 1/3 on 1/19/13; 1/3 on 1/19/14; 1/3 on 1/19/15

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.