

PROCTOR H PALMER JR
Form 5
February 12, 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: 3235-0362
Expires: January 31,
2005
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1. Name and Address of Reporting Person *
PROCTOR H PALMER JR

(Last) (First) (Middle)

3490 PIEDMONT ROAD, SUITE
1550

(Street)

ATLANTA, GA 30305

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
FIDELITY SOUTHERN CORP
[LION]

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

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	12/31/2009	Â	J	5,504.1612 (1)	A \$ (1) 64,996.8088	D	Â
Fidelity Southern Corporation common	12/31/2009	Â	J	7,170.379 (2)	A \$ (2) 12,325	I	By 401(k)

stock

Fidelity
Southern
Corporation
common
stock

12/31/2009

Â

J

6.5049 ⁽³⁾

A

\$ ⁽³⁾

329.3198

I

By
spouseFidelity
Southern
Corporation
common
stock

12/31/2009

Â

J

13.0097 ⁽³⁾

A

\$ ⁽³⁾

658.6396

I

By child
- Holland
E ProctorFidelity
Southern
Corporation
common
stock

12/31/2009

Â

J

13.0097 ⁽³⁾

A

\$ ⁽³⁾

658.6396

I

By child
- Sarah B
ProctorFidelity
Southern
Corporation
common
stock

12/31/2009

Â

J

13.0097 ⁽³⁾

A

\$ ⁽³⁾

658.6396

I

By child
- Palmer
Proctor
III

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 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	\$ 18.7	Â	Â	Â	Â	Â	02/01/2008 ⁽⁴⁾	02/01/2011	Fidelity Southern Corporation common stock	25,000
	\$ 4.6	Â	Â	Â	Â	Â	07/22/2009 ⁽⁵⁾	07/22/2013		75,000

Stock
Option
Right to
Buy

Fidelity
Southern
Corporation
common
stock

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	☐	☐ President	☐

Signatures

Barbara McNeill, Attorney in Fact for H Palmer
Proctor Jr

02/12/2010

__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 in the reporting year; shares purchased at various times and prices in Fidelity Southern Corporation ESPP in the reporting year.
- (2) Purchased at various times and prices in Fidelity Southern Corporation 401(k) during the reporting year.
- (3) Stock dividend shares paid in the reporting year.
- (4) 1/3 on 2/01/08; 1/3 on 2/01/09; 1/3 on 2/01/10
- (5) 1/3 on 7/22/09; 1/3 on 7/22/10; 1/3 on 7/22/11

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