

Brolly Stephen H
Form 5
February 13, 2013

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
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1. Name and Address of Reporting Person *
Brolly Stephen H

(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)
12/31/2012

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)
Chief Financial Officer / Executive Officer

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	12/31/2012	Â	J	1,208 ⁽¹⁾	A \$ 0 ₍₁₎	16,915 I	By 401(k)
Fidelity Southern Corporation - Common	12/31/2012	Â	J	1,187.5494 ⁽²⁾	A \$ 0 ₍₂₎	15,440.9762 D	Â

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Stock

Fidelity

Southern

Corporation 12/31/2012

Â

J

105.6102
(3)

A

\$ 0
(3)

15,440.9762 D

Â

Stock

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)
					(A) (D)	Date Exercisable Expiration Date	Title
Stock Option (Right to Buy)	\$ 6.15	Â	Â	Â	Â Â	01/19/2013 ⁽⁴⁾ 01/19/2017	Fidelity Southern Corporation - Common Stock 25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Brolly Stephen H 3490 PIEDMONT ROAD SUITE 1550 ATLANTA, GA 30305	Â Â Â Chief Financial Officer Executive Officer

Signatures

Barbara McNeill, Attorney in Fact for Stephen H. Brolly

02/13/2013

__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 Corp 401(k) Plan during the reporting year; stock dividends paid during the reporting year.
- (2) Stock dividend shares paid during the reporting year.
- (3) Purchased at various times and prices in the Fidelity Southern Corp Employee Stock Purchase Plan in the reporting year; stock dividends paid in the reporting year.
- (4) Exercisable: 1/3 on 1/19/13; 1/3 on 1/19/14; 13 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.