

FIDELITY SOUTHERN CORP  
 Form 4  
 December 16, 2008

**FORM 4** 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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 MILLER JAMES B 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)  
 3490 PIEDMONT ROAD, SUITE 1550  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/12/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Executive Officer / Executive Officer

ATLANTA, GA 30305

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Fidelity Southern Corporation - Common Stock	12/12/2008		P		3,791.24	A \$ 2.637	2,248,983.8814 D
Fidelity Southern Corporation - Common Stock	12/12/2008		P		3,791.24	A \$ 2.637	6,050.9853 I By Berlin American Co LLC
	12/12/2008		P		3,791.24	A	39,688.24 I

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Fidelity Southern Corporation - Common Stock					\$ 2.637			By Child - E.P. Miller
Fidelity Southern Corporation - Common Stock	12/12/2008	P	3,791.24	A	\$ 2.637	6,800.6408	I	By Grandchild - N.P. Miller
Fidelity Southern Corporation - Common Stock						98,805.252 <sup>(1)</sup>	I	By 401(k) <sup>(1)</sup>
Fidelity Southern Corporation - Common Stock						33,174	I	By Child - B.P. Miller
Fidelity Southern Corporation - Common Stock						31,286	I	By Child - K. Lane Miller
Fidelity Southern Corporation - Common Stock						1,190	I	By IRA
Fidelity Southern Corporation - Common Stock						181,335.165	I	By Shares Held By Ltd Partnership
Fidelity Southern Corporation - Common Stock						89,655.6134	I	By Spouse
Fidelity Southern Corporation - Common Stock						213,768	I	By Trust - Family



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(3) Exercisable: 1/3 on 7/22/09; 1/3 on 7/22/10; 1/3 on 7/22/11

(4) Grant expires 7/22/2013

Note: File three copies of this Form, one of which must be manually signed. If space 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.