PROCTOR H PALMER JR

Form 4

January 23, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PROCTOR H PALMER JR

2. Issuer Name and Ticker or Trading

Symbol

FIDELITY SOUTHERN CORP [LION]

Issuer

below)

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Last) (First) (Middle)

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

01/22/2013

X Director 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

3490 PIEDMONT ROAD, SUITE

(Street)

1550

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Executive officer

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

ATLANTA, GA 30305

(City)	(State) (Z	Table	I - Non-D	erivative Securi	ties A	cquired, l	Disposed of, or Bei	neficially Ow	ned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) or TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Fidelity			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Southern Corporation - Common Stock	01/22/2013		F	1,622.5 (1)	D	\$ 10.7	203,392.8328	D	
Fidelity Southern Corporation - Common Stock	01/22/2013		F	8,670.4704 (1)	D	\$ 10.46	194,722.3624	D	

17,953.9243

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Fidelity Southern Corporation - Common Stock			By 401(k)
Fidelity Southern Corporation - Common Stock	2,561.4139	I	By H E Proctor
Fidelity Southern Corporation - Common Stock	2,561.4139	I	By P3 Proctor
Fidelity Southern Corporation - Common Stock	2,561.4139	I	By S B Proctor
Fidelity Southern Corporation - Common Stock	10,046.1414	I	By Spouse

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative			nsaction Date 3A. Deemed h/Day/Year) Execution Date, if		5. orNumber	6. Date Exercisab Expiration Date	le and	7. Title and Amount of Underlying Securities	
Security	or Exercise		any	Code	of	(Month/Day/Year	•)	(Instr. 3 and 4)	
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	. 8) Derivative Securities Acquired (A) or Disposed of (D)				
					(Instr. 3,				
					4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

(9-02)

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 Stock
 Fidelity

 Option (Right to Buy)
 \$ 4.6
 07/22/2009(2) 07/22/2013
 Corporation 14,838
 - 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 Executive officer

Signatures

Barbara McNeill, Attorney in Fact for H. Palmer
Proctor, Jr.
01/23/2013

**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) Shares withheld for tax obligations (vested restricted shares)
- (2) 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 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.

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