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SHEPHERD W CLYDE III

Form 5

Southern Corporation - Common

February 04, 2013

FORM	5							OMI	B APPROVA	AL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION									MB Imber: 3235-0362		
Check this l no longer st		Was	Washington, D.C. 20549					Expires	Janua :	ry 31, 2005	
to Section 1 Form 4 or F 5 obligation may continu	Form ANNU us		ATEMENT OF CHANGES IN BENI OWNERSHIP OF SECURITIES				k	Estimated average burden hours per		1.0	
See Instruct 1(b).	Filed purse dings Section 17(a)		tility Holding		t of 1		1934,				
	ldress of Reporting Po W CLYDE III	Symbol	FIDELITY SOUTHERN CORP				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (M	(Month/D	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)				X Director 10% Owner Officer (give title Other (specify below)				
3490 PIEDM 1550	IONT ROAD, S		v - -								
	(Street)		endment, Date C nth/Day/Year)	Original	6	. Indivi	dual or Joint (check ap				
ATLANTA,	GA 30305				_		n Filed by One I Filed by Mor	e Reporti	ng Person		
(City)	(State) (Z	Zip) Tabl	e I - Non-Deriv	vative Securities	Acqui	red, Di	sposed of, or	r Benef	icially Owne	d	
1.Title of Security (Instr. 3)		Cransaction Date 2A. Deemed 3. 4. Securities Aconth/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Use Code (Instr. 3, 4 and 2)		•	Owned a Issuer's H Year		ly end of scal	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Fidelity Southern Corporation - Common	12/31/2012	Â	J	Amount 114 (1)	(D)	Price \$ 0 (1)	(Instr. 3 an 2,013	id 4)	(Instr. 4)	By Child - Wm Clyde S Shepherd	
Stock		^		(1)						_	
Fidelity Southern	12/31/2012	Â	J	321 (1)	A	$\frac{\$ 0}{(1)}$	5,599		I	By Family Partnership	

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*	on a separate line for	or indirectly.	contained in		ot red	quired	of information to respond unle B control numbe	SS	EC 2270 (9-02)
Fidelity Southern Corporation - Common Stock	12/31/2012	Â	J	14,185.3754 (1)	A	\$ 0 (1)	248,328.1684	D	Â
Fidelity Southern Corporation - Common Stock	12/31/2012	Â	J	2,236 (1)	A	\$ 0 (1)	38,708	I	By Family Foundation
Stock									

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)	of Deriv Secu Acqu (A) o Dispo of (D (Instr	umber Expiration Date (Month/Day/Year) erivative ecurities cquired A) or isposed		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (Right to Buy)	\$ 6.15	Â	Â	Â	Â	Â	01/19/2013(2)	01/19/2017	Fidelity Southern Corporation - Common Stock	10,00
Stock Option (Right to Buy)	\$ 4.6	Â	Â	Â	Â	Â	07/22/2009(3)	07/22/2013	Fidelity Southern Corporation - Common Stock	1,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Reporting Owners 2

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

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Signatures

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

02/04/2013

**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) Stock dividend shares paid during the reporting year.
- (2) Exercisable: 1/3 on 1/19/13; 1/3 on 1/19/14; 1/3 on 1/19/15
- (3) 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 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.

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