

MILLER JAMES B JR
Form 5
February 08, 2013

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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

1. Name and Address of Reporting Person *
MILLER JAMES B JR
(Last) (First) (Middle)

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

3. Statement for 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)
Chairman / 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

3490 PIEDMONT ROAD, SUITE 1550
(Street)

ATLANTA, GA 30305
(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 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) |
|--|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Price | | | |
| Fidelity Southern Corporation - Common Stock | 12/31/2012 | Â | J | 11,573.1191 (1) | A \$ 0 (1) | 11,573.1191 I | By Grandchild - N.p. Miller |
| Fidelity Southern Corporation - Common | 12/31/2012 | Â | J | 6,262 (2) | A \$ 0 (2) | 239,668 I | By Trust - Family |

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Stock

Fidelity

Southern Corporation - Common Stock

12/31/2012 Â J 2,571.0197₍₂₎ A \$ 0₍₂₎ 98,493.5666 I

By Trust - Spouse Estate

Fidelity

Southern Corporation - Common Stock

12/31/2012 Â J 5,566.1257₍₂₎ A \$ 0₍₂₎ 212,999.3801 I

By Shares Held By Ltd Partnership

Fidelity

Southern Corporation - Common Stock

12/31/2012 Â J 2.9099₍₃₎ D \$ 0₍₃₎ 917.8575 I

By 401(k)

Fidelity

Southern Corporation - Common Stock

12/31/2012 Â J 69,477.4778₍₂₎ A \$ 0₍₂₎ 2,639,935.7624 D Â

Fidelity

Southern Corporation - Common Stock

12/31/2012 Â J 10,418.0159₍₄₎ D \$ 0₍₄₎ 0 I

By Berlin American Co Llc

Fidelity

Southern Corporation - Common Stock

12/31/2012 Â J 10,418.0159₍₄₎ A \$ 0₍₄₎ 212,999.3801 I

By Shares Held By Ltd Partnership

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

| | | | | | | | Date Exercisable | | Expiration Date | Title | Amount or Number of Shares | |
|-----------------------------|--------|--|--|--|--|--|------------------|-----|---------------------------|------------|--|--------|
| | | | | | | | (A) | (D) | | | | |
| Stock Option (Right to Buy) | \$ 4.6 | | | | | | | | 07/22/2009 ⁽⁵⁾ | 07/22/2013 | Fidelity Southern Corporation - Common Stock | 75,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|-------------------------------------|-------------------------------------|--|---|
| | Director | 10% Owner | Officer | Other |
| MILLER JAMES B JR 3490 PIEDMONT ROAD SUITE 1550 ATLANTA, GA 30305 | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> Chairman | <input checked="" type="checkbox"/> Executive Officer |

Signatures

Barbara McNeill, Attorney in Fact for James B. Miller, Jr. 02/08/2013

**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) Accepts beneficial ownership - minor grandchild
- (2) Stock dividend shares paid during the reporting year.
- (3) Adjustment for stock price
- (4) Shares transferred to Partnership
- (5) 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.