

BUCHANAN DAVID
Form 5
February 05, 2009

FORM 5

**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).
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 *
BUCHANAN DAVID

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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

3490 PIEDMONT ROAD, SUITE 1550

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ATLANTA, GA 30305

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 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 | 12/31/2008 | Â | J | 4,712.9927 (1) A \$ (1) | 28,691.3157 | D | Â |
| Fidelity Southern Corporation - Common | 12/31/2008 | Â | J | 2,189.0765 (2) A \$ (2) | 6,406.0476 | I | By 401(k) |

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Stock

Fidelity

Southern

Corporation 12/31/2008

Â

J

15 ⁽³⁾

A

\$ ⁽³⁾ 3,015

I

IRA/401(k)
Rollover
Account

- Common

Stock

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy) | \$ 0 ⁽⁴⁾ ⁽⁵⁾ | Â | Â | Â | Â Â | Â ⁽⁶⁾ 12/16/2006 | Fidelity Southern Corporation - Common Stock | 55,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------------------|
| | Director | 10% Owner | Officer | Other |
| BUCHANAN DAVID 3490 PIEDMONT ROAD SUITE 1550 ATLANTA, GA 30305 | Â | Â | Â Executive Officer | Executive Officer |

Signatures

By: Barbara McNeill, Attorney in Fact

02/05/2009

 **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 Fidelity Southern ESPP in 2008; stock dividend shares paid in 2008
- (2) Purchased at various times and prices in Fidelity Southern Corporation 401(k) in 2008.
- (3) Stock dividend paid 11/13/08 (one share for each 200 shares owned).
- (4) Multiple prices
- (5) Granted 30,000 shares on 12/16/1999 @ \$7.0625 Granted 10,000 shares on 4/24/2002 @ 10.75
- (6) Depends on variable vesting schedule

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.