

PROCTOR H PALMER JR
Form 5
February 11, 2013

FORM 5

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

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

OMB APPROVAL

OMB
Number: 3235-0362
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2005
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1. Name and Address of Reporting Person *
PROCTOR H PALMER JR

(Last) (First) (Middle)

3490 PIEDMONT ROAD, SUITE
1550

(Street)

ATLANTA, GA 30305

(City) (State) (Zip)

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

3. Statement of 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)
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

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)
				Amount (A) or (D) Price			
Fidelity Southern Corporation - Common Stock	12/31/2012	Â	J	1,548.3026 (1)	A \$ 0 (1)	219,416.6779 D	Â
Fidelity Southern Corporation - Common	12/31/2012	Â	J	12,853.0425 (2)	A \$ 0 (2)	219,416.6779 D	Â

Stock

Fidelity

Southern

Corporation
- Common

Stock

12/31/2012

Â

J

1,676.4257
(3)

A

\$ 0
(3)

19,630.35

I

By
401(k)

Fidelity

Southern

Corporation
- Common

Stock

12/31/2012

Â

J

157.1333 (2)

A

\$ 0
(2)

2,718.5472

I

By H E
Proctor

Fidelity

Southern

Corporation
- Common

Stock

12/31/2012

Â

J

157.1333 (2)

A

\$ 0
(2)

2,718.5472

I

By P3
Proctor

Fidelity

Southern

Corporation
- Common

Stock

12/31/2012

Â

J

157.1333 (2)

A

\$ 0
(2)

2,718.5472

I

By S B
Proctor

Fidelity

Southern

Corporation
- Common

Stock

12/31/2012

Â

J

616.2941 (2)

A

\$ 0
(2)

10,662.4355

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 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)
	\$ 9	Â	Â	Â	Â Â	Date Exercisable 12/21/2013(4)	Expiration Date 12/21/2017
					(A) (D)		Title
							Amou or Numb of Sha
							50,00

Stock
Option
(Right to
Buy)

Fidelity
Southern
Corporation
- Common
Stock

Stock
Option
(Right to
Buy)

\$ 4.6

^

^

^

^

^

07/22/2009⁽⁵⁾

07/22/2013

Fidelity
Southern
Corporation
- Common
Stock

14,8

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.

02/11/2013

__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) Purchased at various times and prices in the Fidelity Southern Employee Stock Purchase Plan in the reporting year; stock dividends paid in the reporting year.
- (2) Stock dividend shares paid during the reporting year.
- (3) Purchased at various times and prices in the Fidelity Southern 401(k) Plan during the reporting year; stock dividends paid during the reporting year.
- (4) 1/3 on 12/21/2013; 1/3 on 12/21/2014; 1/3 on 12/21/2015
- (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.