

FIDELITY SOUTHERN CORP
 Form 4
 January 23, 2017

FORM 4

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

OMB APPROVAL

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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

(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]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3490 PIEDMONT ROAD, SUITE 1550
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/19/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive officer

ATLANTA, GA 30305

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Fidelity Southern Corporation - Common Stock	01/19/2017		F(1)	12,500 D	\$ 22.91 167,136.9481	D	
Fidelity Southern Corporation - Common Stock					23,167.2295	I	By 401(k) (2)
					54,700	I	

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Fidelity Southern Corporation - Common Stock						By Custody Account
Fidelity Southern Corporation - Common Stock				7,433.3998	I	By P3 Proctor
Fidelity Southern Corporation - Common Stock				7,433.3998	I	By S B Proctor
Fidelity Southern Corporation - Common Stock				20,800.4074	I	By Spouse
Fidelity Southern Corporation - Common Stock				7,433.3998	I	By H E Proctor

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.

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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	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Stock Option (Right to Buy)	\$ 10.75 <u>(3)</u>	04/24/2003	04/24/2009	Fidelity Southern Corporation - Common Stock	2,000
Stock Option (Right to Buy)	\$ 18.7	02/01/2008 ⁽⁴⁾	02/01/2011	Fidelity Southern Corporation - Common Stock	25,000

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

Brittany Caylor, Attorney in Fact for H. Palmer
Proctor Jr. 01/23/2017

__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
- (2) Purchased 863 shares at various times and prices through the Fidelity Southern Corporation 401(k) Plan during 2003
- (3) Granted 10,000 shares 4/24/2002 @ \$10.75
- (4) Exercisable: 1/3 on 02/01/08; 1/3 on 02/01/09; 1/3 on 02/01/10

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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