MILLER JAMES H III

Form 4

February 18, 2009

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

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if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MILLER JAMES H III

2. Issuer Name and Ticker or Trading

Symbol

FIDELITY SOUTHERN CORP [LION]

Issuer

below)

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(City)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director Officer (give title

10% Owner Other (specify

3490 PIEDMONT ROAD, SUITE

(Street)

(State)

1550

4. If Amendment, Date Original

02/13/2009

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

ATLANTA, GA 30305

1.Title of Security	2. Transaction Date (Month/Day/Year)			
(Instr. 3)		any (Month/Day/Year)		

3. 4. Securities Acquired (A) or TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 7. Nature Securities Ownership of Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership (Instr. 4) **Following** or Indirect Reported (I)

> or Price (D)

(A)

(Instr. 3 and 4)

Transaction(s) (Instr. 4)

Fidelity Southern

Corporation 02/13/2009 2,257.7226 A

30,713.5059 D

- Common Stock

Fidelity Southern

Corporation 351 Ι

Code V

- Common

Stock

By IRA

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

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SEC 1474

(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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Am Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0 (1)					(2)	12/16/2006(3)	Fidelity Southern Corporation - Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
•	Director	10% Owner	Officer	Other	
MILLER JAMES H III 3490 PIEDMONT ROAD SUITE 1550 ATLANTA, GA 30305	X				

Signatures

By: Barbara McNeill, Attorney in Fact 02/18/2009

**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) 7/22/08 exercise price is \$4.60 (closing price as of 7/21/08)

Reporting Owners 2

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(2) Exercisable: 1/3 on 7/22/09; 1/3 on 7/22/10; 1/3 on 7/22/11

(3) Grant expires 7/22/2013

Note: File three copies of this Form, one of which must be manually signed. If space 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.