MILLER JAMES H III

Form 4 May 12, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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obligations

may continue.

Check this box

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

See Instruction 1(b).

(Last)

(City)

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

FIDELITY SOUTHERN CORP

[LION]

_X__ Director 10% Owner

Other (specify Officer (give title

3490 PIEDMONT ROAD, SUITE

(Street)

(State)

(First)

(Middle)

(Zip)

1550

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

05/08/2009

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ATLANTA, GA 30305

						• ′	• ′	•	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities A	Acquired	(A) or	5. Amount of	6.	7. Nature
Security	(Month/Day/Year)	Execution Date, if	Transactio	orDisposed of (I	D)		Securities	Ownership	of Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and	15)		Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			C-1- V	A	or (D)	D.::	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			

Fidelity

Southern Corporation 05/08/2009

36,956.0191 D

1,546.5145 A

- Common Stock

Fidelity Southern

Corporation 351 Ι By IRA

- Common

Stock

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(e.g., puts, calls, warrants, options, convertible securities)

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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. 6. Date Exe ionNumber Expiration I of (Month/Day) 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 05/12/2009 in Fact

**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.