

PROCTOR H PALMER JR  
Form 4  
September 05, 2012

**FORM 4**

**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).

**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

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(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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/31/2012

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

(Street)  
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<br>Security<br>(Instr. 3)                    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|----------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                          |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Fidelity<br>Southern<br>Corporation<br>- Common<br>Stock | 08/31/2012                              |                                                             | F                                    |                                                                         | 2,283.6549<br>(1)                                                                                                  | D                                                                       | \$<br>8.81                                                        |
| Fidelity<br>Southern<br>Corporation<br>- Common<br>Stock |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 17,953.9243                                                       |
|                                                          |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 2,561.4139                                                        |

By  
401(k)

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|                                                          |  |             |   |  |  |                   |
|----------------------------------------------------------|--|-------------|---|--|--|-------------------|
| Fidelity<br>Southern<br>Corporation<br>- Common<br>Stock |  |             |   |  |  | By H E<br>Proctor |
| Fidelity<br>Southern<br>Corporation<br>- Common<br>Stock |  | 2,561.4139  | I |  |  | By P3<br>Proctor  |
| Fidelity<br>Southern<br>Corporation<br>- Common<br>Stock |  | 2,561.4139  | I |  |  | By S B<br>Proctor |
| Fidelity<br>Southern<br>Corporation<br>- Common<br>Stock |  | 10,046.1414 | I |  |  | By<br>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 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date Exercisable<br>Expiration<br>Date                         | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 4.6                                                             |                                         |                                                             |                                      |                                                                                                                    | 07/22/2009 <sup>(2)</sup> 07/22/2013                           | Fidelity<br>Southern<br>Corporation<br>- Common<br>Stock 75,000     |

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships |           |                   |       |
|------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                              | Director      | 10% Owner | Officer           | Other |
| PROCTOR H PALMER JR<br>3490 PIEDMONT ROAD<br>SUITE 1550<br>ATLANTA, GA 30305 | X             |           | Executive officer |       |

## Signatures

Barbara McNeill, Attorney in Fact for H. Palmer  
Proctor, Jr.

09/05/2012

\_\_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 (vested restricted shares)

(2) 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 is insufficient, *see* Instruction 6 for procedure.

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