MILLER JAMES B JR

Form 4

February 15, 2011

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16.

SECURITIES Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

1550

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(State)

MILLER JAMES B JR

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Symbol

FIDELITY SOUTHERN CORP

[LION]

3. Date of Earliest Transaction

(Month/Day/Year)

3490 PIEDMONT ROAD, SUITE

(Middle)

(Zip)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ Director _X__ 10% Owner X_ Officer (give title _X_ Other (specify below) below)

02/11/2011 Chairman / Executive Officer

Table I. Non Darivotive Securities Acquired Disposed of ar Ranaficially Ox

(Street) 4. If Amendment, Date Original

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

		Table	1 - Noll-De	iivauve se	curriles Acq	un eu, Disposeu oi, oi	Denenciany	Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	es Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Dis	posed of	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(D)		Beneficially Owned	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)	Following Reported	Direct (D)	Ownership
					(4)	Transaction(s)	or Indirect	(Instr. 4)
					(A)	(Instr. 3 and 4)	(I)	
			Code V	Amount	or (D) Price		(Instr. 4)	
			COOK V	AIHOIIII	UD Price			

Fidelity

Southern 12,398 2,492,136.4122 D Corporation 02/11/2011

- Common Stock

Fidelity

Southern Corporation $V \ 2^{(1)}$ I 02/11/2011 (1) 442.3094 By 401(k)

- Common Stock

> 02/11/2011 V 49 (1) <u>(1)</u> 9,997.1607 I

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Fidelity Southern Corporation - Common Stock									By Berlin American Co Llc
Fidelity Southern Corporation - Common Stock	02/11/2011	J	V 172	2 (1)	A	(1)	34,689	I	By Child - B.p.miller
Fidelity Southern Corporation - Common Stock	02/11/2011	J	V 234	4 (1)	A	(1)	47,188.5348	I	By Child - E.p. Miller
Fidelity Southern Corporation - Common Stock	02/11/2011	J	V 162	2 (1)	A	(1)	32,717	I	By Child - K. Lane Miller
Fidelity Southern Corporation - Common Stock	02/11/2011	J	V 18	(1)	A	(1)	3,770.2851	I	By Grandchild - C. E. Armstrong
Fidelity Southern Corporation - Common Stock	02/11/2011	J	V 53	<u>(1)</u>	A	<u>(1)</u>	10,822.7866	I	By Grandchild - N.p. Miller
Fidelity Southern Corporation - Common Stock	02/11/2011	J	V 18	<u>(1)</u>	A	<u>(1)</u>	3,770.2851	I	By Grandchild - T. W. Armstrong III
Fidelity Southern Corporation - Common Stock	02/11/2011	J	V 94:	3 (1)	A	<u>(1)</u>	189,659.7836	I	By Shares Held By Ltd Partnership
Fidelity Southern Corporation - Common Stock	02/11/2011	J	V 459	9 (1)	A	(1)	92,341.0509	I	By Spouse
	02/11/2011	J	V		A	<u>(1)</u>	224,694	I	

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Fidelity 1.117 By Trust -(1) Southern Family Corporation - Common Stock **Fidelity** Southern Corporation 0 I By Ira - Common Stock Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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

number.

1. Title of 2. 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date Underlying Securities** Security or Exercise Code of (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Derivative Securities Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount Expiration or Date Exercisable Title Date Number Code V (A) (D) of Shares

 Stock
 Fidelity

 Option (Right to
 \$ 4.6

 07/22/2009(2)
 07/22/2013
 Corporation 75,000

 - Common
 - Common

(Right to Buy)

On 22/2009 On 22/2013 Colporation - Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MILLER JAMES B JR 3490 PIEDMONT ROAD SUITE 1550 ATLANTA, GA 30305	X	X	Chairman	Executive Officer			

Reporting Owners 3

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Signatures

Barbara McNeill, Attorney in Fact for James B.

Miller, Jr.

02/15/2011

**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) Stock dividend payable 2/11/11, one share for every 200 shares held on record date 2/01/11
- (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. 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.

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