

PROCTOR H PALMER JR  
Form 5  
February 12, 2010

# FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2009

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

3490 PIEDMONT ROAD, SUITE 1550

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ATLANTA, GA 30305

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Fidelity Southern Corporation common stock	12/31/2009	Â	J	5,504.1612 (1)	A \$ (1) 64,996.8088	D	Â
Fidelity Southern Corporation common	12/31/2009	Â	J	7,170.379 (2)	A \$ (2) 12,325	I	By 401(k)

stock

Fidelity Southern Corporation common stock	12/31/2009	Â	J	6.5049 <sup>(3)</sup>	A	\$ <sup>(3)</sup> 329.3198	I	By spouse
Fidelity Southern Corporation common stock	12/31/2009	Â	J	13.0097 <sup>(3)</sup>	A	\$ <sup>(3)</sup> 658.6396	I	By child - Holland E Proctor
Fidelity Southern Corporation common stock	12/31/2009	Â	J	13.0097 <sup>(3)</sup>	A	\$ <sup>(3)</sup> 658.6396	I	By child - Sarah B Proctor
Fidelity Southern Corporation common stock	12/31/2009	Â	J	13.0097 <sup>(3)</sup>	A	\$ <sup>(3)</sup> 658.6396	I	By child - Palmer Proctor III

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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option Right to Buy	\$ 18.7	Â	Â	Â	Â Â	02/01/2008 <sup>(4)</sup> 02/01/2011	Fidelity Southern Corporation common stock 25,000
	\$ 4.6	Â	Â	Â	Â Â	07/22/2009 <sup>(5)</sup> 07/22/2013	75,000

Stock  
Option  
Right to  
Buy

Fidelity  
Southern  
Corporation  
common  
stock

## 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	^	^ President	^

## Signatures

Barbara McNeill, Attorney in Fact for H Palmer Proctor Jr	02/12/2010
**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 shares paid in the reporting year; shares purchased at various times and prices in Fidelity Southern Corporation ESPP in the reporting year.
  - (2) Purchased at various times and prices in Fidelity Southern Corporation 401(k) during the reporting year.
  - (3) Stock dividend shares paid in the reporting year.
  - (4) 1/3 on 2/01/08; 1/3 on 2/01/09; 1/3 on 2/01/10
  - (5) 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 provided 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.