

FIDELITY SOUTHERN CORP  
Form 4  
December 16, 2008

**FORM 4** 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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MILLER JAMES B 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  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/12/2008

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

ATLANTA, GA 30305

(City) (State) (Zip)

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

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Fidelity Southern Corporation - Common Stock	12/12/2008		P		3,791.24	A	\$ 2.637
Fidelity Southern Corporation - Common Stock	12/12/2008		P		3,791.24	A	\$ 2.637
	12/12/2008		P		3,791.24	A	39,688.24
							2,248,983.8814
							6,050.9853
							I
							By Berlin American Co LLC

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Fidelity Southern Corporation - Common Stock					\$ 2.637			By Child - E.P. Miller
Fidelity Southern Corporation - Common Stock	12/12/2008	P	3,791.24	A	\$ 2.637	6,800.6408	I	By Grandchild - N.P. Miller
Fidelity Southern Corporation - Common Stock						98,805.252 <sup>(1)</sup>	I	By 401(k) <sup>(1)</sup>
Fidelity Southern Corporation - Common Stock						33,174	I	By Child - B.P.Miller
Fidelity Southern Corporation - Common Stock						31,286	I	By Child - K. Lane Miller
Fidelity Southern Corporation - Common Stock						1,190	I	By IRA
Fidelity Southern Corporation - Common Stock						181,335.165	I	By Shares Held By Ltd Partnership
Fidelity Southern Corporation - Common Stock						89,655.6134	I	By Spouse
Fidelity Southern Corporation - Common Stock						213,768	I	By Trust - Family

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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**  
(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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0 <sup>(2)</sup>					<sup>(3)</sup> 12/16/2006 <sup>(4)</sup>	Fidelity Southern Corporation - Common Stock	75,000

## 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	Executive Officer	Executive Officer

## Signatures

By: Barbara McNeill, Attorney in Fact  
Date: 12/16/2008

\_\_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) Purchased 2200.4284 shares of Fidelity Southern Corporation stock in the 401(k) Plan at various times and prices during 2004.
- (2) 7/22/08 exercise price is \$4.60 (closing price as of 7/21/08)

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

(4) 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.

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