MILLER JAMES B JR

Form 5

February 12, 2009

- Common Stock

Fidelity

Southern Corporation - Common

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J

5,562.355

(2)

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\$ (2) 104,367.607

Ι

12/31/2008

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer MILLER JAMES B JR Symbol FIDELITY SOUTHERN CORP (Check all applicable) [LION] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director _X__ 10% Owner _X__ Officer (give title __X__ Other (specify (Month/Day/Year) below) below) 12/31/2008 Executive Officer / Executive Officer 3490 PIEDMONT ROAD, SUITE 1550 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) ATLANTA, GAÂ 30305 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) 5. Amount of 7. Nature of 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if Transaction or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Owned Form: Beneficial (Month/Day/Year) (Instr. 8) at end of Issuer's Direct (D) Ownership Fiscal Year or Indirect (Instr. 4) (A) (Instr. 3 and 4) (I) or (Instr. 4) (D) Price Amount **Fidelity** Southern 35.9072 Â Corporation 12/31/2008 Â J \$ (1) 2,249,019.7886 D (1)

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By 401(k)

| Stock | | | | | | | | | |
|--|------------|---|---|----------------|---|---------------|-------------|---|--|
| Fidelity Southern Corporation - Common Stock | 12/31/2008 | Â | J | 5.6973 (3) | A | \$ <u>(3)</u> | 6,056.6826 | I | By Berlin American Co LLC |
| Fidelity Southern Corporation - Common Stock | 12/31/2008 | Â | J | 51.7245 (4) | A | \$ <u>(4)</u> | 6,852.3653 | I | By Grandchild - N.P. Miller |
| Fidelity Southern Corporation - Common Stock | 12/31/2008 | Â | J | 5 (3) | A | \$ <u>(3)</u> | 1,195 | I | By IRA |
| Fidelity Southern Corporation - Common Stock | 12/31/2008 | Â | J | 33.4757 (4) | A | \$ <u>(4)</u> | 89,689.0891 | I | By Spouse |
| Fidelity Southern Corporation - Common Stock | 12/31/2008 | Â | J | 1,068 (3) | A | \$ (3) | 214,836 | I | By Trust - Family |
| Fidelity Southern Corporation - Common Stock | Â | Â | Â | Â | Â | Â | 33,174 | I | By Child - B.P.Miller |
| Fidelity Southern Corporation - Common Stock | Â | Â | Â | Â | Â | Â | 39,688.24 | I | By Child - E.P. Miller |
| Fidelity Southern Corporation - Common Stock | Â | Â | Â | Â | Â | Â | 31,286 | I | By Child - K. Lane Miller |
| Fidelity Southern Corporation - Common Stock | Â | Â | Â | Â | Â | Â | 181,335.165 | I | By Shares Held By Ltd Partnership |

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 2270 (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. 6. Date Exercisable and Number Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|--|---------------------|-----------------|---|------------------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |
| Stock Option (Right to Buy) | \$ 0 (5) | Â | Â | Â | Â | (6) | 12/16/2006(7) | 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 | ÂΧ | ÂX | Executive Officer | Executive | | | |
| SUITE 1550 | АА | | A Executive Officer | Officer | | | |
| ATLANTA, GA 30305 | | | | | | | |

Signatures

By: Barbara McNeill, Attorney in Fact 02/12/2009

**Signature of Reporting Person Da

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 at various times and prices in Fidelity Southern Corporation dividend reinvestment account and brokerage account.
- (2) Purchased at various times and prices in Fidelity Southern Corporation 401(k) in 2008.
- (3) Stock dividend paid 11/13/08 (one share for each 200 shares owned).
- (4) Purchased at various times and prices in Fidelity Southern dividend reinvestment account in 2008; Q4 stock dividend in brokerage account.

Reporting Owners 3

- (5) 7/22/08 exercise price is \$4.60 (closing price as of 7/21/08)
- (6) Exercisable: 1/3 on 7/22/09; 1/3 on 7/22/10; 1/3 on 7/22/11
- (7) Grant expires 7/22/2013

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.