

MILLER JAMES B JR
 Form 4
 May 27, 2009

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)
 05/22/2009

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

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 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	05/22/2009		P		3,641.6606	A	\$ 2.746	3,641.6606	I	By Grandchild - C. E. Armstrong
Fidelity Southern Corporation - Common Stock	05/22/2009		P		3,641.6606	A	\$ 2.746	3,641.6606	I	By Grandchild - T. W. Armstrong III
					2,249,019.7886	D				

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Fidelity Southern Corporation - Common Stock				
Fidelity Southern Corporation - Common Stock	104,367.607 ⁽¹⁾	I		By 401(k) <u>(1)</u>
Fidelity Southern Corporation - Common Stock	6,056.6826	I		By Berlin American Co LLC
Fidelity Southern Corporation - Common Stock	33,174	I		By Child - B.P.Miller
Fidelity Southern Corporation - Common Stock	39,688.24	I		By Child - E.P. Miller
Fidelity Southern Corporation - Common Stock	31,286	I		By Child - K. Lane Miller
Fidelity Southern Corporation - Common Stock	6,852.3653	I		By Grandchild - N.P. Miller
Fidelity Southern Corporation - Common Stock	1,195	I		By IRA
Fidelity Southern Corporation - Common Stock	181,335.165	I		By Shares Held By Ltd Partnership
	89,689.0891	I		By Spouse

Fidelity
Southern
Corporation
- Common
Stock

Fidelity
Southern
Corporation
- Common
Stock

214,836

I

By Trust -
Family

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0 ⁽²⁾					⁽³⁾ 12/16/2006 ⁽⁴⁾	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: Martha C. Fleming, Attorney
in Fact

05/27/2009

__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)
- (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. 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.