

Brolly Stephen H
 Form 5
 February 13, 2013

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 *
 Brolly Stephen H
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 FIDELITY SOUTHERN CORP
 [LION]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
X Officer (give title below) X Other (specify below)
 Chief Financial Officer / Executive Officer

6. Individual or Joint/Group Reporting
 (check applicable line)
 ___ Form Filed by One Reporting Person
X Form Filed by More than One Reporting Person

3490 PIEDMONT ROAD, SUITE 1550
 (Street)

ATLANTA, GA 30305
 (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 | 12/31/2012 | Â | J | 1,208 ⁽¹⁾ A \$ 0 ₍₁₎ | 16,915 | I | By 401(k) |
| Fidelity Southern Corporation - Common | 12/31/2012 | Â | J | 1,187.5494 ₍₂₎ A \$ 0 ₍₂₎ | 15,440.9762 | D | Â |

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Stock

Fidelity

Southern

Corporation 12/31/2012

^

J

105.6102
(3)

A

\$ 0
(3)

15,440.9762 D

^

Stock

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (Right to Buy) | \$ 6.15 | ^ | ^ | ^ | ^ ^ | 01/19/2013 ⁽⁴⁾ 01/19/2017 | Fidelity Southern Corporation - Common Stock 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------------------|
| | Director | 10% Owner | Officer | Other |
| Brolly Stephen H 3490 PIEDMONT ROAD SUITE 1550 ATLANTA, GA 30305 | ^ | ^ | ^ Chief Financial Officer | Executive Officer |

Signatures

Barbara McNeill, Attorney in Fact for Stephen H. Brolly

02/13/2013

__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 at various times and prices in the Fidelity Southern Corp 401(k) Plan during the reporting year; stock dividends paid during the reporting year.
- (2) Stock dividend shares paid during the reporting year.
- (3) Purchased at various times and prices in the Fidelity Southern Corp Employee Stock Purchase Plan in the reporting year; stock dividends paid in the reporting year.
- (4) Exercisable: 1/3 on 1/19/13; 1/3 on 1/19/14; 13 on 1/19/15

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.