

PROCTOR H PALMER JR  
Form 4  
February 12, 2010

**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 \*  
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)  
3490 PIEDMONT ROAD, SUITE 1550

3. Date of Earliest Transaction (Month/Day/Year)  
01/22/2010

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

(Street)  
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Fidelity Southern Corporation common stock	01/22/2010		A <sup>(1)</sup>		25,000 <sup>(2)</sup>	A	\$ 0 <sup>(3)</sup>
Fidelity Southern Corporation common stock					12,325	I	By 401(k)
					329.3198	I	By spouse

Fidelity  
Southern  
Corporation  
common  
stock

Fidelity  
Southern  
Corporation  
common  
stock

Fidelity  
Southern  
Corporation  
common  
stock

Fidelity  
Southern  
Corporation  
common  
stock

658.6396

I

By child -  
Holland E  
Proctor

658.6396

I

By child -  
Sarah B  
Proctor

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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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option Right to Buy	\$ 18.7					02/01/2008 <sup>(4)</sup>	02/01/2011	Fidelity Southern Corporation common stock	25,000

Stock Option Right to Buy	\$ 4.6	07/22/2009 <sup>(5)</sup> 07/22/2013	Fidelity Southern Corporation common stock	75,000
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## 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) Restricted stock award
- (2) These shares are restricted shares subject to a risk of forfeiture under certain circumstances.
- (3) Closing price as of January 21, 2010
- (4) 1/3 on 02/01/08; 1/3 on 02/01/09; 1/3 on 02/01/10
- (5) 1/3 on 07/22/09; 1/3 on 07/22/10; 1/3 on 07/22/11

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.