

MILLER JAMES B JR  
 Form 5  
 February 12, 2009

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

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 \*  
 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)

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2008

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

3490 PIEDMONT ROAD, SUITE 1550

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ATLANTA, GA 30305

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 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)
Fidelity Southern Corporation - Common Stock	12/31/2008	Â	J	35,907.2 (1)	A \$ (1) 2,249,019.7886	D	Â
Fidelity Southern Corporation - Common	12/31/2008	Â	J	5,562.355 (2)	A \$ (2) 104,367.607	I	By 401(k)

Edgar Filing: MILLER JAMES B JR - Form 5

Stock										
Fidelity Southern Corporation - Common Stock	12/31/2008	Â	J	5.6973 <sup>(3)</sup>	A	\$ <sup>(3)</sup>	6,056.6826	I		By Berlin American Co LLC
Fidelity Southern Corporation - Common Stock	12/31/2008	Â	J	51.7245 <sup>(4)</sup>	A	\$ <sup>(4)</sup>	6,852.3653	I		By Grandchild - N.P. Miller
Fidelity Southern Corporation - Common Stock	12/31/2008	Â	J	5 <sup>(3)</sup>	A	\$ <sup>(3)</sup>	1,195	I		By IRA
Fidelity Southern Corporation - Common Stock	12/31/2008	Â	J	33.4757 <sup>(4)</sup>	A	\$ <sup>(4)</sup>	89,689.0891	I		By Spouse
Fidelity Southern Corporation - Common Stock	12/31/2008	Â	J	1,068 <sup>(3)</sup>	A	\$ <sup>(3)</sup>	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



Edgar Filing: MILLER JAMES B JR - Form 5

(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.