

FIDELITY SOUTHERN CORP
 Form 5
 February 06, 2015

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 *
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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 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)
				(A) or (D) Amount Price			
Fidelity Southern Corporation - Common Stock	12/31/2014	Â	J	131.1281 (1) A \$ 0 (1)	6,093.3771	I	By P3 Proctor
Fidelity Southern Corporation - Common	12/31/2014	Â	J	131.1281 (1) A \$ 0 (1)	6,093.3771	I	By S B Proctor

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Stock

Fidelity Southern Corporation - Common Stock 12/31/2014 Â J 131.1281 (1) A \$ 0 (1) 6,093.3771 I By H E Proctor

Fidelity Southern Corporation - Common Stock 12/31/2014 Â J 393.3285 (1) A \$ 0 (1) 17,277.889 I By Spouse

Fidelity Southern Corporation - Common Stock 12/31/2014 Â J 1,140.6568 (2) A \$ 0 (2) 21,744.3389 I By 401(k)

Fidelity Southern Corporation - Common Stock 12/31/2014 Â J 54,700 (3) D \$ 0 (3) 170,814.357 D Â

Fidelity Southern Corporation - Common Stock 12/31/2014 Â J 54,700 (3) A \$ 0 (3) 54,700 I By Custody Account

Fidelity Southern Corporation - Common Stock 12/31/2014 Â J 4,441.8033 (1) A \$ 0 (1) 170,814.357 D Â

Fidelity Southern Corporation - Common Stock 12/31/2014 Â J 925.237 (4) A \$ 0 (4) 170,814.357 D Â

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. of D S
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Instr. 3 and 4)		Title	Amount or Number of Shares
	(A)	(D)	Date Exercisable	Expiration Date		

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		Executive officer	

Signatures

Barbara McNeill, Attorney in Fact for H. Palmer Proctor, Jr. 02/06/2015

**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) Stock dividend and reinvested cash dividend shares received in the reporting year
- (2) Purchased at various times and prices in Fidelity Southern Corporation 401(k) during the reporting year
- (3) Adjustment
- (4) Dividend shares received and purchases made at various times and prices in the Fidelity Southern ESPP during the reporting year

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.