

FIDELITY SOUTHERN CORP
 Form 5
 February 13, 2014

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

(Last) (First) (Middle)

3490 PIEDMONT ROAD, SUITE 1550

(Street)

ATLANTA, GA 30305

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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) Amount or (D) Price | | | |
| Fidelity Southern Corporation - Common Stock | 12/31/2013 | Â | J | 69.8452 ⁽¹⁾ A \$ 0 ₍₁₎ | 5,112.249 | I | By P3 Proctor |
| Fidelity Southern Corporation - Common | 12/31/2013 | Â | J | 69.8452 ⁽¹⁾ A \$ 0 ₍₁₎ | 5,112.249 | I | By S B Proctor |

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Stock

Fidelity Southern Corporation - Common Stock 12/31/2013 Â J 69.8452 ⁽¹⁾ A \$ 0 ⁽¹⁾ 5,112.249 I By H E Proctor

Fidelity Southern Corporation - Common Stock 12/31/2013 Â J 209.5051 ⁽¹⁾ A \$ 0 ⁽¹⁾ 15,334.5605 I By Spouse

Fidelity Southern Corporation - Common Stock 12/31/2013 Â J 973.3321 ⁽²⁾ A \$ 0 ⁽²⁾ 20,603.6821 I By 401(k)

Fidelity Southern Corporation - Common Stock 12/31/2013 Â J 2,846.7076 ⁽¹⁾ A \$ 0 ⁽¹⁾ 238,184.3167 D Â

Fidelity Southern Corporation - Common Stock 12/31/2013 Â J 948.525 ⁽³⁾ A \$ 0 ⁽³⁾ 238,184.3167 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 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. Price of Derivative Security (Instr. 5) | 9. of D Se B O E I F I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|------------------------|
| | | | | | (A) (D) | Date Exercisable (A) Expiration Date (D) | Title or Number of Shares | | |

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. | 02/13/2014 |
| **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 shares received during the reporting year.
 - (2) Stock dividends received and purchases made at various times and prices in Fidelity Southern Corp 401(k) during the reporting year.
 - (3) Stock dividends received and purchases made at various times and prices in Fidelity Southern Corp 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.