#### FIDELITY SOUTHERN CORP

Form 5

January 30, 2015

FORM 5				OMB A	PPROVAL			
UNI	OMB Number:	3235-0362						
Check this box if no longer subject		Washington, D.C. 20549	Expires:	January 31, 2005				
to Section 16. Form 4 or Form 5 obligations may continue.	ANNUAL S	Estimated a burden hou response	average rs per					
× /		Section 16(a) of the Securities Exchange	•					
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 Transactions Reported Reported								
1. Name and Address of ReSHEPHERD W CLYD		2. Issuer Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer					
SHEPHERD W CLYL	JE III	Symbol FIDELITY SOUTHERN CORP [LION]	(Check all applicable)					
(Last) (First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2014	_X_ Director Officer (give t below)	itle10% below)	Owner er (specify			
3490 PIEDMONT RO 1550	AD, SUITE							
(Street)		4. If Amendment, Date Original	6. Individual or Jo	int/Group Rep	orting			
		Filed(Month/Day/Year)	(check applicable line)		)			
ATLANTA, GA 30	)305		_X_ Form Filed by C	One Reporting P	erson			

\_X\_ Form Filed by One Reporting Person \_\_\_ Form Filed by More than One Reporting Person

(City)	(State) (Z	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 Ador Disposed of (Instr. 3, 4 and	(D)	d (A)	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	12/31/2014	Â	J	23 (1)	A	\$ 0 (1)	5,784	I	By Family Partnership
Fidelity Southern Corporation - Common	12/31/2014	Â	J	8 (1)	A	\$ 0 (1)	2,078	I	By Child - Wm Clyde S Shepherd

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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.						EC 2270 (9-02)
Fidelity Southern Corporation 12/3 - Common Stock	31/2014	Â	J	159 (1)	A	\$ 0 (1)	39,998	I	By Family Foundation
Fidelity Southern Corporation 12/3 - Common Stock	31/2014	Â	J	4,398.7569 ( <u>2)</u>	A	\$ 0 (2)	276,510.5432	D	Â
Stock									

# $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

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)	of Derir Secu Acqu (A) of Disp of (E) (Inst	Number Expiration Date		erivative curities equired correspond (D) nstr. 3,		7. Title and Am- Underlying Sect (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares	
Stock Option (Right to Buy)	\$ 15.56	Â	Â	Â	Â	Â	01/23/2015(3)	01/23/2019	Fidelity Southern Corporation - Common Stock	6,00	
Stock Option (Right to Buy)	\$ 6.15	Â	Â	Â	Â	Â	01/19/2013(4)	01/19/2017	Fidelity Southern Corporation - Common Stock	6,66	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Reporting Owners 2

SHEPHERD W CLYDE III 3490 PIEDMONT ROAD SUITE 1550 ATLANTA, GAÂ 30305

 $\hat{A}$  X  $\hat{A}$   $\hat{A}$   $\hat{A}$ 

### **Signatures**

Barbara McNeill, Attorney in Fact for W. Clyde Shepherd III

01/30/2015

\*\*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 shares received during the reporting year.
- (2) Stock dividend and reinvested cash dividend shares received during the reporting year.
- (3) Exercisable: 1/3 on 1/23/2015; 1/3 on 1/23/2016; 1/3 on 1/23/2017
- (4) Exercisable: 1/3 on 1/19/13; 1/3 on 1/19/14; 1/3 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.

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