

PROCTOR H PALMER JR

Form 5

January 26, 2011

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. 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
SymbolFIDELITY SOUTHERN CORP
[LION]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20104. 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)
Fidelity Southern Corporation - Common Stock	12/31/2010	Â	J	3,502.5272 (1)	A \$ 0 (1)	90,999.336	D Â
Fidelity Southern Corporation - Common	12/31/2010	Â	J	82.0115 (2)	A \$ 0 (2)	5,411.3313	I By Spouse

Stock

Fidelity

Southern

Corporation
- Common

Stock

12/31/2010

Â

J

13.2719 ⁽²⁾

A

\$ 0
⁽²⁾

671.9115

I

By Child
- Holland
E Proctor

Fidelity

Southern

Corporation
- Common

Stock

12/31/2010

Â

J

13.2719 ⁽²⁾

A

\$ 0
⁽²⁾

671.9115

I

By Child
- Sarah B
Proctor

Fidelity

Southern

Corporation
- Common

Stock

12/31/2010

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J

13.2719 ⁽²⁾

A

\$ 0
⁽²⁾

671.9115

I

By Child
- Palmer
Proctor
III

Fidelity

Southern

Corporation
- Common

Stock

12/31/2010

Â

J

4,108.5845
⁽⁴⁾

A

\$ 0
⁽⁴⁾

16,433.5845

I

By
401(k) ⁽³⁾

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 S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Reporting Owners

PROCTOR H PALMER JR
3490 PIEDMONT ROAD
SUITE 1550
ATLANTA, GA 30305

Â X Â Â Executive officer Â

Signatures

Barbara McNeill, Attorney in Fact for H. Palmer
Proctor, Jr.

01/26/2011

__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 paid in the reporting year; shares purchased at various times and prices in Fidelity Southern Corporation ESPP in the reporting year.
- (2) Stock dividend shares paid during the reporting year.
- (3) Purchased 863 shares at various times and prices through the Fidelity Southern Corporation 401(k) Plan during 2003
- (4) Purchased at various times and prices in Fidelity Southern Corporation 401(k) 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.