

Brolly Stephen H  
 Form 5  
 January 30, 2012

**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 \*  
 Brolly Stephen H

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)  
 12/31/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Financial 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 | 12/31/2011                           | Â  | J                              | 313.2132<br><u>(1)</u> <u>(2)</u>                                 | A \$ 0<br><u>(1)</u> <u>(2)</u>  | 20,974.7406  | D Â   |
| Fidelity Southern Corporation - Common       | 12/31/2011                           | Â  | J                              | 725 <u>(3)</u>  | A \$ 0<br><u>(3)</u>   | 15,707   | I By 401(k)   |

Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy)                | \$ 4.6   | Â                                    | Â  | Â                              | Â Â   | Date Exercisable: 07/22/2009 <sup>(4)</sup><br>Expiration Date: 07/22/2013 | Fidelity Southern Corporation - Common Stock                  | 5,000                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |                   |
|---|---------------|-----------|---------------------------|-------------------|
|   | Director      | 10% Owner | Officer                   | Other             |
| Brolly Stephen H<br>3490 PIEDMONT ROAD<br>SUITE 1550<br>ATLANTA, GA 30305 | Â             | Â         | Â Chief Financial Officer | Executive Officer |

## Signatures

Barbara McNeill, Attorney in Fact for Stephen H. Brolly  
Date: 01/30/2012

\*\*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) Purchased at various times and prices in Fidelity Southern Corporation ESPP during the reporting year.
- (2) Stock dividend shares paid during the reporting year.

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- (3) Purchased at various times and prices in Fidelity Southern Corporation 401(k) during the reporting year
- (4) Exercisable: 1/3 on 7/22/09; 1/3 on 7/22/10; 1/3 on 7/22/11

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.