

MILLER JAMES B JR
Form 5
February 12, 2007

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 *
MILLER JAMES B 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)
12/31/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive 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) |
|--|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount Price | | | |
| Fidelity Southern Corporation - Common Stock | 12/31/2006 | Â | J | 1.7808 ⁽¹⁾ A \$ ⁽¹⁾ | 2,227,590.0351 | D | Â |
| Fidelity Southern Corporation - Common | 12/31/2006 | Â | J | 2,488.7853 ⁽²⁾ A \$ ⁽²⁾ | 96,210.6108 | I | By 401(k) |

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| | | | | | | | | | | |
|--|---|---|---|---|---|---|-------------|---|--|-----------------------------------|
| Stock | | | | | | | | | | |
| Fidelity Southern Corporation - Common Stock | Â | Â | Â | Â | Â | Â | 33,009 | I | | By Child - B.P.Miller |
| Fidelity Southern Corporation - Common Stock | Â | Â | Â | Â | Â | Â | 35,895 | I | | By Child - E.P. Miller |
| Fidelity Southern Corporation - Common Stock | Â | Â | Â | Â | Â | Â | 31,131 | I | | By Child - K. Lane Miller |
| Fidelity Southern Corporation - Common Stock | Â | Â | Â | Â | Â | Â | 2,420.2543 | I | | By Grandchild - N.P. Miller |
| Fidelity Southern Corporation - Common Stock | Â | Â | Â | Â | Â | Â | 180,433 | I | | By Shares Held By Ltd Partnership |
| Fidelity Southern Corporation - Common Stock | Â | Â | Â | Â | Â | Â | 87,883.2543 | I | | By Spouse |
| Fidelity Southern Corporation - Common Stock | Â | Â | Â | Â | Â | Â | 213,768 | I | | By Trust - Family |

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 |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|-----------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|-----------|

| | | | |
|------------------------|---|------------------|--|
| Derivative Security | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 3 and 4) | B O E I S F (I |
| | (A) (D) Date | Expiration | Title |
| | Exercisable | Date | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|----------------------|
| | Director | 10% Owner | Officer | Other |
| MILLER JAMES B JR 3490 PIEDMONT ROAD SUITE 1550 ATLANTA, GA 30305 | X | X | Executive Officer | Executive Officer |

Signatures

By: Barbara McNeill, Attorney
in Fact 02/12/2007

**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 in FSC DRIP at various times and various prices during 2006
- (2) Purchased at various times and various prices in Fidelity Southern Corporation 401(k) in 2006

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.