

PROCTOR H PALMER JR  
Form 4  
December 28, 2018

**FORM 4** 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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PROCTOR H PALMER 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)  
3490 PIEDMONT ROAD, SUITE 1550  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/26/2018

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

ATLANTA, GA 30305

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Fidelity Southern Corporation - Common Stock	12/26/2018		D <sup>(1)</sup>		11,338	D	\$ 25.38 246,609.0281
Fidelity Southern Corporation - Common Stock	12/26/2018		D <sup>(2)</sup>		11,338	D	\$ 25.38 235,271.0281
	12/26/2018		D <sup>(3)</sup>		11,338	D	223,933.0281

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Fidelity Southern Corporation - Common Stock	\$ 25.38			
Fidelity Southern Corporation - Common Stock	25,074.1068	I		By 401(k) <sup>(4)</sup>
Fidelity Southern Corporation - Common Stock	8,533.2915	I		By H E Proctor
Fidelity Southern Corporation - Common Stock	8,533.2915	I		By P3 Proctor
Fidelity Southern Corporation - Common Stock	8,533.2915	I		By S B Proctor
Fidelity Southern Corporation - Common Stock	22,071.631	I		By Spouse

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 1474 (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)	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. Nu
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(Instr. 3,  
4, and 5)

Code	V	(A)	(D)	Date	Expiration	Title	Amount or Number of Shares
				Exercisable	Date		

## 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

Elna Kolarich, Attorney in Fact for H. Palmer  
Proctor, Jr. 12/28/2018

\_\_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) Restricted stock granted 1/21/16 - accelerated Original vesting date 1/21/19 Disposition for tax obligations.
- (2) Restricted stock granted 6/15/17- accelerated. Original vesting date 6/15/19 Disposition for tax obligations.
- (3) Restricted stock granted 6/15/17- accelerated. Original vesting date 6/15/20. Disposition for tax obligations
- (4) Purchased 863 shares at various times and prices through the Fidelity Southern Corporation 401(k) Plan during 2003

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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