

SHEPHERD W CLYDE III  
 Form 5  
 February 12, 2009

**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 \*  
 SHEPHERD W CLYDE III

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)  
 12/31/2008

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

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 Ownership (Instr. 4)
Fidelity Southern Corporation - Common Stock	12/31/2008	Â	J	1,800 <sup>(1)</sup> A \$ <sup>(1)</sup>	39,376.931	D	Â
Fidelity Southern Corporation - Common	12/31/2008	Â	J	252.3924 <sup>(2)</sup> A \$ <sup>(2)</sup>	39,629.3234	D	Â

Stock

Fidelity

Southern

Corporation 12/31/2008

Â

J

1,800 <sup>(1)</sup>

D

\$ <sup>(1)</sup> 0

I

By  
Custodian  
For Child

- Common  
Stock

Fidelity

Southern

Corporation 12/31/2008

Â

J

25 <sup>(3)</sup>

A

\$ <sup>(3)</sup> 5,025

I

By family  
partnership

- Common  
Stock

Fidelity

Southern

Corporation 12/31/2008

Â

J

172 <sup>(3)</sup>

A

\$ <sup>(3)</sup> 34,702

I

By Trust

- Common  
Stock

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.**

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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
					(A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (Right to Buy)	\$ 0 <sup>(4)</sup>	Â	Â	Â	Â	Â <sup>(5)</sup> 12/16/2006 <sup>(6)</sup>	Fidelity Southern Corporation - Common Stock	1,000

## Reporting Owners

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

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

^ X ^ ^ ^

## Signatures

By: Barbara McNeill, Attorney  
in Fact

02/12/2009

\_\_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) To correct a reporting error discovered in reconciling shares.
- (2) Purchased at various times and prices in Fidelity Southern dividend reinvestment account in 2008; Q4 stock dividend in brokerage account.
- (3) Stock dividend paid 11/13/08 (one share for each 200 shares owned).
- (4) Multiple prices
- (5) Depends on variable vesting schedule
- (6) Grant expires 7/22/2013

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