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PROCTOR H PALMER JR

Form 5

February 13, 2006

- Common

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer PROCTOR H PALMER JR Symbol FIDELITY SOUTHERN CORP (Check all applicable) [LION] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2005 **Executive Officer** 3490 PIEDMONT ROAD. SUITE 1550 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) ATLANTA, GAÂ 30305 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at end Direct (D) Ownership of Issuer's or Indirect (Instr. 4) (A) Fiscal Year (I) or (Instr. 3 and 4) (Instr. 4) (D) Price Amount **Fidelity** Southern Â Â Corporation 12/31/2005 J 140.0313 Α \$ (1) 44,118.1816 D - Common Stock Â 31.561 **Fidelity** 12/31/2005 J $\$ \frac{(2)}{(2)}$ 2,829.561 Ι By 401(k) Southern Corporation

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.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and Am	ount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	of	(Month/Day	Year)	(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e			
	Derivative				Securities				
	Security				Acquired				
					(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
									Amount
						Data	Ei4i		or
						Date Exercisable	Expiration Date	Title	Number
						Exercisable	Date		of
					(A) (D)				Shares
								Fidelity	
Stock								×	
Option	4. 0. (2)	^	^	^	^ ^	? (4)	1011510005	Southern	4 000
(Right to	\$ 0 (3)	Â	Â	Â	Â	$\hat{A} = \frac{(4)}{4}$	12/16/2006	Corporation	4,000
								- Common	
Buy)								Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships					
F	Director	10% Owner	Officer	Other		
PROCTOR H PALMER JR 3490 PIEDMONT ROAD SUITE 1550 ATLANTA, GA 30305	ÂX	Â	Executive Officer	Â		

Signatures

By: Barbara McNeill, Attorney in Fact

**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 through FSC ESPP at various times and prices in 2005
- (2) Purchased through FSC 401(k) Plan at various times and prices in 2005

Reporting Owners 2

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- (3) Granted 10,000 shares 4/24/2002 @ \$10.75
- (4) Depends on variable vesting schedule

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.