

Brolly Stephen H
 Form 5
 January 25, 2011

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 FIDELITY SOUTHERN CORP
 [LION]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2010

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Financial Officer / Executive Officer

6. Individual or Joint/Group Reporting
 (check applicable line)
 Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

3490 PIEDMONT ROAD, SUITE 1550
 (Street)

ATLANTA, GA 30305
 (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	12/31/2010	Â	J	459,362.1 (1) A \$ 0 (1)	22,361.5274	D	Â
Fidelity Southern Corporation - Common	12/31/2010	Â	J	300 (2) A \$ 0 (2)	22,661.5274	D	Â

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.
- (3) Purchased at various times and prices in Fidelity Southern Corporation 401(k) during the reporting year
- (4) 1/3 exercisable on 2/01/08; 2/01/09; 2/01/10
- (5) 2/01/07 exercise price is \$18.70
- (6) 7/22/08 exercise price is \$4.60 (closing price as of 7/21/08)
- (7) Exercisable: 1/3 on 7/22/09; 1/3 on 7/22/10; 1/3 on 7/22/11
- (8) Expiration date is 2/01/11
- (9) Grant expires 7/22/2013

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.