

FOLEY WILLIAM P II
Form 4
November 13, 2012

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 *
FOLEY WILLIAM P II

2. Issuer Name and Ticker or Trading Symbol
Fidelity National Financial, Inc. [FNF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

601 RIVERSIDE AVENUE

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

(Street)

JACKSONVILLE, FL 32204

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/09/2012 | | M | 293,077 | A \$ 17.665 | 4,505,242.2511 | D |
| Common Stock | 11/09/2012 | | F | 250,564 | D \$ 22.89 | 4,254,678.2511 | D |
| Common Stock | 11/09/2012 | | M | 1,500,000 | A \$ 16.16 | 5,754,678.2511 | D |
| Common Stock | 11/09/2012 | | F | 1,219,436 | D \$ 22.9 | 4,535,242.2511 | D |
| Common Stock | | | | | | 48,361.39 | I 401(k) account |
| | | | | | | 2,995,122 | I |

| | | | | | | | |
|--------------|--|--|--|--|---------|---|------------------------------------|
| Common Stock | | | | | | | Folco Development Corporation |
| Common Stock | | | | | 708,106 | I | Foley Family Charitable Foundation |

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) (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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Option (right To Purchase) | \$ 17.67 | 11/09/2012 | | M | 293,077 | <u>(1)</u> 08/19/2013 | Common Stock | 293, | |
| Stock Option (right To Purchase) | \$ 16.16 | 11/09/2012 | | M | 1,500,000 | <u>(2)</u> 01/20/2017 | Common Stock | 1,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FOLEY WILLIAM P II 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204 | X | | | |

Signatures

/s/ Michael L. Gravelle, as attorney-in-fact 11/12/2012

__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) The option vests in three equal annual installments beginning August 19, 2006.

- The options vest in three equal annual installments beginning January 20, 2010, provided that if the price of Fidelity National Financial's common stock has not exceeded \$19.39 for fifteen consecutive trading days by the scheduled vesting date, the portion of the option that
- (2) would have vested on the scheduled vesting date will vest if and when the price of Fidelity National Financial's common stock has exceeded \$19.39 for fifteen consecutive trading days during the eight-year option term.

Note: File three copies of this Form, one of which must be manually signed. If space 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.