FIRST SOLAR, INC.

Form 4

February 21, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Schultz Kenneth M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle) 3. Date of Earliest Transaction

FIRST SOLAR, INC. [FSLR]

(Check all applicable)

Executive Vice President

10% Owner

C/- FIRST SOLAR, INC., 4050

(Street)

(First)

(Month/Day/Year)

02/19/2008

_X__ Officer (give title Other (specify below)

EAST COTTON CENTER BLVD.

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

6. Individual or Joint/Group Filing(Check

Director

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PHOENIX, AZ 85040

| (City) | (State) | (Zip) Tab | ole I - Non- | Derivativ | e Secı | ırities Acquir | ed, Disposed of, | or Beneficiall | y 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) from Disposed of (D) (Instr. 3, 4 and 5) (A) or | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 02/19/2008 | | M | 8,803 | A | \$ 2.06 | 8,803 | D | |
| Common Stock | 02/19/2008 | | S <u>(1)</u> | 8,803 | D | \$ 215.7115 | 0 | D | |
| Common Stock | 02/20/2008 | | M | 4,349 | A | \$ 2.06 | 4,349 | D | |
| Common Stock | 02/20/2008 | | S(1) | 4,349 | D | \$ 211.4591 | 0 | D | |
| Common Stock | 02/21/2008 | | M | 2,848 | A | \$ 2.06 | 2,848 | D | |

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Common Stock 02/21/2008 $S_{\underbrace{(1)}}$ 2,848 D $\underbrace{\$}_{212.8861}$ 0 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 on f 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 Underlying Securitie (Instr. 3 and 4) | |
|---|---|---|---|---|---|--|-----------------|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 2.06 | 02/19/2008 | | M | 8,803 | (2) | 12/08/2013 | Common Stock | 8,80 |
| Non-Qualified Stock Option (right to buy) | \$ 2.06 | 02/20/2008 | | M | 4,349 | (2) | 12/08/2013 | Common Stock | 4,34 |
| Non-Qualified Stock Option (right to buy) | \$ 2.06 | 02/21/2008 | | M | 2,848 | (2) | 12/08/2013 | Common Stock | 2,84 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Schultz Kenneth M C/- FIRST SOLAR, INC. 4050 EAST COTTON CENTER BLVD. PHOENIX, AZ 85040

Executive Vice President

Signatures

/s/ I. Paul Kacir, Attorney-in-Fact

Reporting Owners 2

**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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) All of the underlying shares in respect of the option are fully vested.

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.

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