SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL

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STATEMENT	OF CHANGE	S IN BENEFICIAL	. OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

		of Section 30(n) of the investment Company Act of 1940	
1. Name and Address of Reporting Per <u>PARK ANTHONY</u>	son*	2. Issuer Name and Ticker or Trading Symbol <u>Fidelity National Financial</u> , Inc. [FNF]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last) (First) 601 RIVERSIDE AVENUE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/08/2012	X Onlicer (give true Onlicer (spectry below) below) below) EVP & Chief Financial Officer
(Street) JACKSONVILLE FL (City) (State)	32204 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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. Transa Code (8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code V Amo		Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	11/08/2012		М		113,333	A	\$7.09	236,021.0621	D	
Common Stock	11/08/2012		S		113,333	D	\$22.655 ⁽¹⁾	122,688.0621	D	
Common Stock								62.04	Ι	401(k) Account
Common Stock								154,650	I	Park Family Trust

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. Transa Code (8)		Derivative Expiration Date		Expiration Date of Securities (Month/Day/Year) Underlying		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	ve Ownership es Form: ially Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Stock Option (right To Purchase)	\$7.09	11/08/2012		М			113,333	(2)	10/27/2016	Common Stock	113,333	\$0	100,000	D	

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$22.33 to \$22.82 The price represents the weighted average sales price of the shares. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.

2. The options vest in three equal annual installments beginning October 27, 2009.

<u>/s/ Michael L. Gravelle, as</u>	11/00/2012		
attorney-in-fact	<u>11/09/2012</u>		
** Signature of Reporting Person	Date		

** Signature of Reporting Person

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

 \ast 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.