

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Fidelity National Financial, Inc.</u>  (Last) (First) (Middle) 601 RIVERSIDE AVENUE  (Street) JACKSONVILLE FL 32204  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>O CHARLEYS INC [ CHUX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/03/2012	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, no par value	04/03/2012		P		17,638,179	A	\$9.85	19,717,721	I	By Fred Merger Sub Inc. (1)(2)
Common Stock, no par value	04/04/2012		P		83,894	A	\$9.85	19,801,615	I	By Fred Merger Sub Inc. (1)
Common Stock, no par value	04/05/2012		P		345,508	A	\$9.85	20,147,143	I	By Fred Merger Sub Inc. (1)

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
Fidelity National Financial, Inc.  
 (Last) (First) (Middle)  
 601 RIVERSIDE AVENUE  
 (Street)  
 JACKSONVILLE FL 32204  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Fidelity National Special Opportunities, Inc.  
 (Last) (First) (Middle)  
 C/O FIDELITY NATIONAL FINANCIAL, INC.  
 601 RIVERSIDE AVENUE  
 (Street)  
 JACKSONVILLE FL 32204

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Fred Merger Sub Inc.</a>		
(Last)	(First)	(Middle)
<a href="#">C/O FIDELITY NATIONAL FINANCIAL, INC.</a>		
<a href="#">601 RIVERSIDE AVENUE</a>		
(Street)		
<a href="#">JACKSONVILLE</a>	<a href="#">FL</a>	<a href="#">32204</a>
(City)	(State)	(Zip)

**Explanation of Responses:**

1. These shares are held by Fred Merger Sub Inc. ("Merger Sub"). Merger Sub is a direct, wholly-owned subsidiary of Fidelity National Special Opportunities, Inc. ("FNSO"). FNSO is a direct, wholly-owned subsidiary of Fidelity National Financial, Inc. ("Parent"). The shares are indirectly beneficially owned by Parent and FNSO.
2. On April 3, 2012, Parent contributed 2,079,542 shares to FNSO, and FNSO further contributed those shares to Merger Sub.

**Remarks:**

[FIDELITY NATIONAL FINANCIAL, INC. By: /s/ Michael L. Gravelle, Executive Vice President, General Counsel and Corporate Secretary](#) 04/05/2012

[FIDELITY NATIONAL SPECIAL OPPORTUNITIES, INC. By: /s/ Michael L. Gravelle, Executive Vice President, General Counsel and Corporate Secretary](#) 04/05/2012

[FRED MERGER SUB INC. By: /s/ Goodloe M. Partee, Secretary](#) 04/05/2012

\*\* Signature of Reporting Person      Date

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

\* 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.**