

**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
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1. Name and Address of Reporting Person* <b>THOMPSON CARY H</b>			2. Issuer Name and Ticker or Trading Symbol <b>Fidelity National Financial, Inc. [ FNF ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/12/2012</b>			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		
601 RIVERSIDE AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>JACKSONVILLE FL 32204</b>								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/12/2012		S		14,395	D	\$23.141 <sup>(1)</sup>	34,012	D	
Common Stock	11/12/2012		M		21,982	A	\$17.665	55,994	D	
Common Stock	11/12/2012		S		21,982	D	\$23.095 <sup>(2)</sup>	34,012	D	
Common Stock	11/12/2012		M		21,333	A	\$13.64	55,345	D	
Common Stock	11/12/2012		S		21,333	D	\$23.033 <sup>(1)</sup>	34,012	D	
Common Stock	11/12/2012		M		42,667	A	\$7.09	76,679	D	
Common Stock	11/12/2012		S		42,667	D	\$23.025 <sup>(1)</sup>	34,012	D	
Common Stock	11/12/2012		M		6,667	A	\$14.06	40,679	D	
Common Stock	11/12/2012		S		6,667	D	\$23.075	34,012	D	
Common Stock	11/13/2012		S		3,086	D	\$23.2201	30,926	D	
Common Stock	11/13/2012		S		8,223	D	\$23.2876 <sup>(3)</sup>	22,703	D	

**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 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)	Date Exercisable	Expiration Date						Title
Stock Option (right To Purchase)	\$17.6654	11/12/2012		M			21,982	(4)	08/19/2013	Common Stock	21,982	\$0	0	D	
Stock Option (right To Purchase)	\$13.64	11/12/2012		M			21,333	(5)	11/08/2015	Common Stock	21,333	\$0	0	D	
Stock Option (right To Purchase)	\$7.09	11/12/2012		M			42,667	(6)	10/27/2016	Common Stock	42,667	\$0	0	D	
Stock Option (right To Purchase)	\$14.06	11/12/2012		M			6,667	(7)	11/23/2016	Common Stock	6,667	\$0	3,333	D	

**Explanation of Responses:**

- This transaction was executed in multiple trades at prices ranging from \$23.00 to \$23.16. 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.
- This transaction was executed in multiple trades at prices ranging from \$23.00 to \$23.14. 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.
- This transaction was executed in multiple trades at prices ranging from \$23.25 to \$23.32. 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.

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4. The option vests in three equal annual installments beginning August 19, 2006.
5. The option vests in four equal annual installments beginning November 8, 2008.
6. The option vests in three equal annual installments beginning October 27, 2009.
7. The option vests in three equal annual installments beginning on November 23, 2010.

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

11/13/2012

\*\* 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.**