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United States
Securities and Exchange Commission
Washington, DC 20549

Form 13 F

Report for the Calendar Year or Quarter Ended: September 30, 2012

Report type: 13F Holdings Report

Institutional Investment Manager Filing this Report:

Name: Fidelity National Financial, Inc.
601 Riverside Avenue
Jacksonville, FL 32204

13F File Number #28-11785

Person signing this report on behalf of Reporting Manager:

Name: Michael L. Gravelle
Title: Executive Vice President, General Counsel and Corporate Secretary
Phone: 904-854-8100

Signature, Place, and Date of Signing:

/s/Michael L. Gravelle, Jacksonville, FL November 26, 2012

I am signing this report as required by the Securities Exchange Act of 1934.

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 22

Form 13F Information Table Value Total: \$110,194 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

None.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

FORM 13F
September 30, 2012

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE						VOTING AUTHORITY			
			VALUE (x\$1000)	SHARES/ PRN	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTHER MANAGERS	SOLE	SHARED	NONE	
Altria Group	COM	02209S103	2504	75000	SH			SOLE		75000		
CenturyLink Inc	COM	156700106	7434	184000	SH			SOLE		184000		
ConocoPhillips	COM	20825C104	5335	93300	SH			SOLE		93300		
Dow Chemical	COM	260542103	903	31177	SH			SOLE		31177		
Eli Lilly & Company	COM	532457108	2039	43000	SH			SOLE		43000		
Fidelity National Information Services	COM	31620M106	50073	1603860	SH			SOLE		1603860		
General Mills	COM	370334104	1047	26261	SH			SOLE		26261		
Hewlett Packard Company	COM	428236103	512	30000	SH			SOLE		30000		
Illinois Tool Works	COM	452308109	1124	18893	SH			SOLE		18893		
International Paper	COM	460146103	1142	31456	SH			SOLE		31456		
Johnson & Johnson	COM	478160104	6650	96500	SH			SOLE		96500		
Kellogg	COM	487836108	991	19177	SH			SOLE		19177		
Kimberly Clark	COM	494368103	558	6500	SH			SOLE		6500		
Linn Energy, LLC	COM	536020100	10714	259800	SH			SOLE		259800		
McDonalds Corp	COM	580135101	940	10244	SH			SOLE		10244		
Pepco Holdings, Inc.	COM	713291102	1243	65750	SH			SOLE		65750		
Phillips 66	COM	718546104	2163	46650	SH			SOLE		46650		
Pitney Bowes Inc.	COM	724479100	2804	202890	SH			SOLE		202890		
Proctor & Gamble	COM	742718109	6790	97900	SH			SOLE		97900		
Southern Company	COM	842587107	3272	71000	SH			SOLE		71000		
Timken Co	COM	887389104	1858	50000	SH			SOLE		50000		
Tembec, Inc	COM	87974D100	98	45700	SH			SOLE		45700		

