

MEYERHOFF JENS

Form 4

May 05, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MEYERHOFF JENS

(Last) (First) (Middle)

**C/O FIRST SOLAR, INC., 350
WEST WASHINGTON STREET
SUITE 600**

(Street)

TEMPE, AZ 85281-1244

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FIRST SOLAR, INC. [FSLR]

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Financial Officer

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. 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/01/2009		S(1)		917	D	\$ 185.92 (2) (8) 7,907
Common Stock	05/01/2009		S(1)		1,128	D	\$ 186.52 (3) (8) 6,779
Common Stock	05/01/2009		S(1)		2,955	D	\$ 190 3,824
Common Stock	05/01/2009		M		10,000	A	\$ 20 13,824

Edgar Filing: MEYERHOFF JENS - Form 4

Common Stock	05/01/2009	S	5,700	D	\$ 180.25 (4) (8)	8,124	D
Common Stock	05/01/2009	S	1,900	D	\$ 181.49 (5) (8)	6,224	D
Common Stock	05/01/2009	S	1,100	D	\$ 182.66 (6) (8)	5,124	D
Common Stock	05/01/2009	S	1,300	D	\$ 183.27 (7) (8)	3,824	D

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

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 control number.

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 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 Underlying Security (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)	\$ 20	05/01/2009		M	10,000	(9) 11/16/2013	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MEYERHOFF JENS C/O FIRST SOLAR, INC. 350 WEST WASHINGTON STREET SUITE 600 TEMPE, AZ 85281-1244	Chief Financial Officer

Signatures

/s/ Peter C. Bartolino,
Attorney-in-fact

05/05/2009

__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) Represents shares acquired under a directed share program as part of the Issuer's IPO on November 16, 2006.

(2) This transaction was executed in multiple trades at prices ranging from \$185.23 to \$186.22. The price reported above reflects the weighted average sale price for the transaction reported on this line.

(3) This transaction was executed in multiple trades at prices ranging from \$186.27 to \$186.56. The price reported above reflects the weighted average sale price for the transaction reported on this line.

(4) This transaction was executed in multiple trades at prices ranging from \$180.00 to \$180.95. The price reported above reflects the weighted average sale price for the transaction reported on this line.

(5) This transaction was executed in multiple trades at prices ranging from \$181.00 to \$181.93. The price reported above reflects the weighted average sale price for the transaction reported on this line.

(6) This transaction was executed in multiple trades at prices ranging from \$182.02 to \$182.99. The price reported above reflects the weighted average sale price for the transaction reported on this line.

(7) This transaction was executed in multiple trades at prices ranging from \$183.02 to \$183.80. The price reported above reflects the weighted average sale price for the transaction reported on this line.

(8) A total of 15,000 shares were sold on this date in multiple transactions at prices ranging from \$180.00 to \$190.00, with a total weighted average sale price of \$183.59. The reporting person undertakes to provide upon request by the staff of the SEC, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(9) This option to purchase 187,501 shares vested with respect to 20% of the underlying shares on June 1, 2007, and has vested or will vest ratably each month during the 48 month period thereafter, subject to Mr. Meyerhoff's continued employment with the Issuer.

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.