FIRST SOLAR, INC.

Form 4

March 17, 2014

FORM 4

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

OMB 3235-0287 Number:

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Widmar Mark R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(Middle)

FIRST SOLAR, INC. [FSLR]

(Check all applicable)

C/O FIRST SOLAR, INC., 350

WEST WASHINGTON STREET, SUITE 600

(Street)

(State)

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 03/13/2014

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

Chief Financial Officer/CAO

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

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

TEMPE, AZ 85281

(City)

		in ea, Disposed of, of Denemerally Owned							
1.Title of	2. Transaction Date		3.	4. Securities Acquired		5. Amount of	6. Ownership		
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			` ′	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
				or		Transaction(s)			
			Code V	Amount		Price	(Instr. 3 and 4)		
Common	03/13/2014		M	8,365	A	\$ 0	31,419	D	
Stock				(1)		T -	,,		
Common Stock	03/13/2014		F	2,640 (2)	D	\$ 53.03	28,779	D	
Stock				<u>(-)</u>		33.03			

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

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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)	Execution Date, if any (Month/Day/Year)	Code	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 Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(3)</u>	03/13/2014		M	8,365	<u>(4)</u>	<u>(4)</u>	Common Stock	8,365	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Widmar Mark R C/O FIRST SOLAR, INC. 350 WEST WASHINGTON STREET, SUITE 600 TEMPE, AZ 85281

Chief Financial Officer/CAO

Signatures

/s/ Peter C. Bartolino, Attorney-in-fact 03/17/2014

**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 of common stock issued upon vesting of 25% of the restricted stock units granted on March 13, 2013.
- (2) Represents shares of common stock withheld by the Issuer to satisfy certain tax withholding obligations associated with the vesting of the restricted stock units
- (3) Each restricted stock unit represents the right to receive, upon vesting, one share of the Issuer's common stock in accordance with the Issuer's 2010 Omnibus Incentive Compensation Plan.
- (4) The restricted stock units were granted on March 13, 2013 as part of the Issuer's annual equity grant to executive officers. These units are scheduled to vest annually at a rate of 25% on each anniversary of the grant date, commencing on the first anniversary of the grant date.

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