Fidelity National Financial, Inc.
Form 4
November 04, 2014

FORM 4

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

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FOLEY WILLIAM P II

(Last) (First) (Middle)

601 RIVERSIDE AVENUE

(Street)

JACKSONVILLE, FL 32204

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Fidelity National Financial, Inc. [FNF]

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2014

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/30/2014		J(1)	V	50,156	D	$ 0	0	I	401(k) account
FNF Group Common Stock	06/30/2014		J(1)	V	50,156	A	$ 0	50,443.14 (2)	I	401(k) account
FNFV Group Common Stock	06/30/2014		J(1)	V	16,717	A	$ 0	16,717	I	401(k) account
	06/30/2014		J(1)	V	2,245,122	A	$ 0	2,245,122	I	

FNF Group Common Stock										Folco Development Corporation
FNFV Group Common Stock	06/30/2014		J[1]	V	748,299	A	$ 0	748,299	I	Folco Development Corp.
Common Stock	06/30/2014		J[3]	V	479,895	D	$ 0	3,418,318 [4]	D	
FNF Group Common Stock	06/30/2014		J[3]	V	571,304	A	$ 0	571,304	D	
FNF Group Common Stock	06/30/2014		J[1]	V	3,418,318	A	$ 0	3,989,622 [5]	D	
FNFV Group Common Stock	06/30/2014		J[1]	V	1,139,325	A	$ 0	1,139,540.16 [5]	D	
Common Stock	06/30/2014		J[1]	V	708,106	D	$ 0	0	I	Foley Family Charitable Foundation
FNF Group Common Stock	06/30/2014		J[1]	V	708,106	A	$ 0	708,106	I	Foley Family Charitable Foundation
FNFV Group Common Stock	06/30/2014		J[1]	V	236,011	A	$ 0	236,011	I	Foley Family Charitable Foundation
Common Stock	06/30/2014		J[1]	V	2,245,122	D	$ 0	0 [6]	I	Folco Development Corporation

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)	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 A Underlying S (Instr. 3 and 4
								Date Exercisable	Expiration Date	Title
				Code	V	(A)	(D)			
Common Stock (right to purchase)	$ 22.59	06/30/2014		J(7)	V		181,586	(8)	11/08/2019	Common Stock
Common Stock (right to purchase)	$ 27.9	06/30/2014		J(7)	V		887,265	(9)	11/21/2020	Common Stock
FNF Group Stock Option (right To Purchase)	$ 19.62	06/30/2014		J(7)	V	209,082		(8)	11/08/2019	FNF Group Common Stock
FNF Group Stock Option (right To Purchase)	$ 24.24	06/30/2014		J(7)	V	1,021,619		(9)	11/21/2020	FNF Group Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOLEY WILLIAM P II 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204	X			

Signatures

/s/ Michael L. Gravelle, as attorney-in-fact	11/03/2014
**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) Pursuant to a reclassification exempt under Rule 16b-7, shares of FNF common stock outstanding on June 30, 2014 (the "Old FNF common stock") were reclassified into one share of FNF Group common stock and 0.3333 shares of FNFV Group common stock. Cash

was issued in lieu of fractional shares of FNF Group or FNFV Group common stock.

(2) Amount adjusted to reflect changes in the reporting person's holdings through the registrant's 401(k) Plan.

(3) Pursuant to a reclassification exempt under Rule 16b-7, restricted shares of Old FNF common stock outstanding on June 30, 2014 were reclassified into an equal number of restricted shares of FNF Group common stock, plus an additional number of restricted shares of FNF Group common stock with an initial value equal to the value of the FNFV Group common stock the holder would have otherwise received. The number of additional shares of FNF Group common stock was determined using the volume weighted average prices of FNF Group common stock and FNFV Group common stock over the three trading days immediately following the reclassification. Restricted stock awards were rounded down to the nearest share and cash was issued in lieu of fractional restricted shares.

(4) Sales of an aggregate of 400,000 shares made by Folco Development Corporation on 12/27/2013, 12/30/13 and 12/31/2013 were erroneously reported to have been made from the reporting person's direct holdings. Amount has been adjusted upward by 400,000 shares to correct this reporting error.

(5) Amount adjusted to reflect shares acquired under the registrant's Employee Stock Purchase Plan.

(6) Sales of an aggregate of 400,000 shares made by Folco Development Corporation on 12/27/2013, 12/30/2013 and 12/31/2013 were erroneously reported to have been made from the reporting person's direct holdings. Amount has been adjusted downward by 400,000 shares to correct reporting error.

(7) Pursuant to a reclassification exempt under Rule 16b-7, stock options to purchase shares of Old FNF common stock outstanding on June 30, 2014 were reclassified into stock options to purchase shares of FNF Group common stock. The number of shares and exercise prices of the stock option awards were adjusted to preserve their pre-reclassification intrinsic value using (i) the volume weighted average price of Old FNF common stock over the three trading days immediately preceding the reclassification, and (ii) the volume weighted average price of FNF Group common stock over the three days immediately following the reclassification. Stock options were rounded down to the nearest share and up to the nearest penny, and cash was issued in lieu of options to purchase fractional shares.

(8) The options vested in three equal annual installments beginning 11-8-08.

(9) The options vest in three equal annual installments beginning November 21, 2014.

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