

FOLEY WILLIAM P II

Form 4

October 11, 2006

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
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(Print or Type Responses)

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

2. Issuer Name **and** Ticker or Trading
Symbol
**FIDELITY NATIONAL
FINANCIAL INC /DE/ [FNF]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
601 RIVERSIDE AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/09/2006

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO

JACKSONVILLE, FL 32240

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	10/09/2006		M		404,628	A \$ 9.8952	2,947,927 D
Common Stock	10/09/2006		F		206,331	D \$ 43.24	2,947,927 D
Common Stock	10/09/2006		M		202,669	A \$ 16.3814	3,027,930 D
Common Stock	10/09/2006		F		122,666	D \$ 43.24	3,027,930 D
Common Stock	10/09/2006		M		222,936	A \$ 11.1019	3,133,232 D

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Common Stock	10/09/2006	F	117,634	D	\$ 43.24	3,133,232	D
Common Stock	10/09/2006	M	367,843	A	\$ 5.9659	3,334,745	D
Common Stock	10/09/2006	F	166,330	D	\$ 43.24	3,334,745	D
Common Stock	10/09/2006	M	367,843	A	\$ 4.7907	3,542,611	D
Common Stock	10/09/2006	F	159,977	D	\$ 43.24	3,542,611	D
Common Stock	10/09/2006	M	699,136	A	\$ 8.2086	3,902,568	D
Common Stock	10/09/2006	F	339,179	D	\$ 43.24	3,902,568	D
Common Stock	10/09/2006	M	735,688	A	\$ 9.523	4,267,132	D
Common Stock	10/09/2006	F	371,124	D	\$ 43.24	4,267,132	D
Common Stock	10/09/2006	M	55,334	A	\$ 2.1205	4,300,553	D
Common Stock	10/09/2006	F	21,893	D	\$ 43.24	4,300,553	D
Common Stock	10/09/2006	M	38,336	A	\$ 6.4056	4,321,511	D
Common Stock	10/09/2006	F	17,378	D	\$ 43.24	4,321,511	D
Common Stock	10/09/2006	M	7,668	A	\$ 4.2139	4,325,910	D
Common Stock	10/09/2006	F	3,269	D	\$ 43.24	4,325,910	D
Common Stock	10/09/2006	M	134,572	A	\$ 12.4915	4,386,725	D
Common Stock	10/09/2006	F	73,757	D	\$ 43.24	4,386,725	D
Common Stock	10/09/2006	M	67,287	A	\$ 13.0116	4,416,620	D
Common Stock	10/09/2006	F	37,392	D	\$ 43.24	4,416,620	D
Common Stock	10/09/2006	M	4,628	A	\$ 7.1446	4,419,076	D
	10/09/2006	F	2,172	D	\$ 43.24	4,419,076	D

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Common Stock								
Common Stock	10/09/2006		M	103,026	A	\$ 17.2146	4,458,504	D
Common Stock	10/09/2006		F	63,618	D	\$ 43.24	4,458,504	D
Common Stock							2,449,535	I
								Folco Development Corporation
Common Stock							626,149	I
								Foley Family Charitable Foundation and Reporting Person's ESPP/401(k) accounts

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

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(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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Option (right to purchase)	\$ 9.8952	10/09/2006		M	404,628	01/12/1999 01/12/2008	Common Stock 404,628
Stock Option (right to purchase)	\$ 16.3814	10/09/2006		M	202,669	12/23/2005 12/23/2012	Common Stock 202,669
Stock Option (right to purchase)	\$ 11.1019	10/09/2006		M	222,936	02/21/2004 02/21/2012	Common Stock 222,936

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Stock Option (right to purchase)	\$ 5.9659	10/09/2006	M	367,843	03/23/2000	03/23/2009	Common Stock	367,843
Stock Option (right to purchase)	\$ 4.7907	10/09/2006	M	367,843	02/23/2001	02/23/2010	Common Stock	367,843
Stock Option (right to purchase)	\$ 8.2086	10/09/2006	M	699,136	10/17/2002	10/17/2010	Common Stock	699,136
Stock Option (right to purchase)	\$ 9.523	10/09/2006	M	735,688	04/16/2001	04/16/2011	Common Stock	735,688
Stock Option (right to purchase)	\$ 2.1205	10/09/2006	M	55,334	10/04/2001	10/04/2010	Common Stock	55,334
Stock Option (right to purchase)	\$ 6.0456	10/09/2006	M	38,336	09/26/2002	09/26/2011	Common Stock	38,336
Stock Option (right to purchase)	\$ 4.2139	10/09/2006	M	7,668	06/12/2004	06/12/2011	Common Stock	7,668
Stock Option (right to purchase)	\$ 12.4915	10/09/2006	M	134,572	09/24/2003	09/24/2012	Common Stock	134,572
Stock Option (right to purchase)	\$ 13.0116	10/09/2006	M	67,287	12/23/2005	12/23/2012	Common Stock	67,287
Stock Option (right to purchase)	\$ 7.1446	10/09/2006	M	4,628	11/17/2001	11/17/2009	Common Stock	4,628
Stock Option (right to purchase)	\$ 17.2146	10/09/2006	M	103,026	01/11/2000	01/11/2010	Common Stock	103,026
	(1)				(2)	(3)		1,034,843

Stock
Option
(right to
purchase)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOLEY WILLIAM P II 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32240	X		CEO	

Signatures

William P.
Foley II

10/11/2006

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 various options granted at various prices.
- (2) Exercise dates vary for each of the various grants.
- (3) Expiration dates vary for each of the various grants.
- (4) Reflects Reporting Person's total Derivative Securities ownership in Fidelity National Financial, Inc. as of October 9, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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