SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|--|
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| Estimated average burden | | | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | | |

| 1. Name and Address <u>WILLIE DAV</u> | 1 0 |)* | 2. Issuer Name and Ticker or Trading Symbol Fidelity National Financial, Inc. [FNF] | | tionship of Reporting Perso all applicable) Director | on(s) to Issuer 10% Owner |
|---------------------------------------|------------------|--------|---|------------------------|--|------------------------------|
| (Last) 161 NORTH LAI | (First) (Middle) | | 3. Date of Earliest Transaction (Month/Day/Year) 04/26/2010 | | Officer (give title below) | Other (specify below) |
| (Street) LOS ANGELES | СА | 90301 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filing (Form filed by One Report Form filed by More than (Person | ting 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) | | | 4. Securities / Disposed Of (| | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (|
| Common Stock | 04/26/2010 | | М | | 25,000 | Α | \$2.6638 | 56,579 | D | |
| Common Stock | 04/26/2010 | | S ⁽¹⁾ | | 25,000 | D | \$15.7 | 31,579 | D | |

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. Transa Code (8) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
|---|---|--|---|------------------------------|---|-------|-------------------------------|--|------------|---|--|---|--|--|---------------------------------------|
| | | | | Code | v | of (İ | oosed D) (Instr. and 5) | Date Exercisable | | | Amount or Number of Title Shares | | Reported Transaction(s) (Instr. 4) | () (| |
| Stock Option (right to purchase) | \$2.6638 | 04/26/2010 | | М | | | 25,000 | 08/03/2003 | 08/03/2011 | Common Stock | 25,000 | \$0.00 | 83,457 | D | |

Explanation of Responses:

1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 12, 2010.

Remarks:

Goodloe M. Partee as attorney 04/28/2010 in fact.

** Signature of Reporting Person Date

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

* 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).

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

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 Number.