### FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** OMB Number: Estimated average burden hours per response: 0.5

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

1. Name and Address of Reporting Person* <u>HEASLEY PHILIP G</u>						2. Issuer Name and Ticker or Trading Symbol Fidelity National Title Group, Inc. [FNT]								Relationship neck all app X Direc	,	g Pers	son(s) to Iss 10% Ov	
(Last) (First) (Middle) 601 RIVERSIDE AVENUE						3. Date of Earliest Transaction (Month/Day/Year) 10/24/2006								Office below	er (give title /)		Other (s below)	specify
(Street) JACKSONVILLE FL 32204 (City) (State) (Zip)					4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(5		(Zip)	n Doris	vativ	- Sc	curities	- A C	auirad	Die	nosed o	of or B	neficia	lly Owne	н М			
Table I - Non-Deriva  1. Title of Security (Instr. 3)  2. Transar Date (Month/Da					saction		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			5. Amo Securi Benefi	unt of ies cially Following	Form (D) o	n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership
										v	Amount	(A) or Pri			ed ction(s) 8 and 4)			(Instr. 4)
Common Stock 10/24/						6					2,057	57 <sup>(1)</sup> A		14	144,142(3)		D	
Common Stock 10/24/					4/200	6					12,000	12,000 <sup>(4)</sup> A \$		0 2	5,142		D	
		7	Гable II -								osed of, onverti			/ Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	Date,	4. Transa Code (I 8)		of		6. Date Exercisa Expiration Date (Month/Day/Yea		of Sec r) Underl		ng e Security	8. Price o Derivative Security (Instr. 5)		e s lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership ct (Instr. 4)
				Code		v	(A)	(D)	Date Exercisal		Expiration Date	Title	Amount or Number of Shares	nber				
Stock Option (right to purchase)	\$8.26	10/24/2006			A		6,700		12/23/20	05 1	2/23/2012	Commor Stock	6,700	(5)	6,700	)	D	
Stock Option (right to	\$12.52	10/24/2006			A		47,506		(6)	1	0/15/2012	Commor Stock	47,506	(7)	47,50	6	D	

# **Explanation of Responses:**

- 1. Restricted stock vesting in two equal annual installments on November 18 of 2007 and 2008.
- 2. Received in exchange for 2,200 shares of Fidelity National Financial ("FNF") restricted common stock pursuant to the Securities Exchange and Distribution Agreement ("SEDA") between FNF and Fidelity National Title Group, Inc. ("FNT") in connection with the spin-off of FNT. On the effective date of the spin-off, the closing price of FNF's common stock was \$20.70 per share, and the closing price of FNT's common stock was \$22.23 per share.
- 3. Includes 2057 shares of FNT restricted common stock received as a dividend on the effective date of the FNT spin-off.
- 4. Grant of restricted common stock vesting in three equal annual installments on October 25 of each of the next three years.
- 5. Received pursuant to the SEDA in connection with the spin-off of FNT in exchangte for a stock option to acquire 3378 shares of FNF common stock for \$16.3814 per share (prior to any anti-dilutive adjustment to the option to account for the spin-off of FNT).
- 6. The option vests in three equal annual installments beginning October 15, 2005.
- 7. Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 23,952 shares of FNF common stock for \$24.8312 per share (prior to any anti-dilutive adjustment to the option to account for the spin-off of FNT).

## Remarks:

Philip G. Heasley

10/26/2006

\*\* 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.