SADOWSKI PETER T

Form 4

October 26, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

Security

(Instr. 3)

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * SADOWSKI PETER T

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

FIDELITY NATIONAL FINANCIAL INC /DE/ [FNF]

(Check all applicable)

601 RIVERSIDE AVENUE

(First)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 10/24/2006

X_ Officer (give title Other (specify below) below)

(Middle)

4. If Amendment, Date Original

D

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Exec. VP/General Counsel

Applicable Line)

Director

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

JACKSONVILLE, FL 32204

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed (Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(9-02)

10% Owner

Reported Transaction(s)

or (Instr. 3 and 4)

Restricted 10/24/2006 Code V Amount (D) Price

8,800

(A)

D

(1)

102,778

D

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)

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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. Transactio Code (Instr. 8)	orDeriv Secur Acqu Dispo		6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securiti
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Stock Option (right to purchase)	\$ 16.52	10/24/2006		D		44,329	(2)	08/19/2013	Common Stock	44,
Stock Option (right to purchase)	\$ 7.72	10/24/2006		D		16,891	<u>(3)</u>	12/23/2012	Common Stock	16,
Stock Option (right to purchase)	\$ 15.57	10/24/2006		D		110,824	<u>(4)</u>	10/15/2012	Common Stock	1,10
StockOption (right to purchase)	\$ 6.14	10/24/2006		D		2,243	(5)	12/23/2012	Common Stock	2,2

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

SADOWSKI PETER T 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204

Exec. VP/General Counsel

Signatures

Peter T. Sadowski 10/24/2006

**Signature of Date
Reporting Person

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).
- Disposed of pursuant to Security Exchange and Distribution Agreement ("SEDA") between Fidelity National Financial, Inc. ("FNF") and (1) Fidelity National Title Group, Inc. ("FNT") in connection with the spin-off of FNT in exchange for 8,229 shares of FNT restricted common stock, having a market value of \$22.23 per share on the effective date of the spinoff.
- This option, which provides for vesting in three annual installments beginning August 19, 2006 was assumed by FNT pursuant to the SEDA between FNF and FNT in connection with the spin-off of FNT and replaced with an option to purchase 87,922 shares of FNT for \$17.67 per share.
- (3) This option, which was fully vested on 12/23/2005, was assumed by FNT pursuant to the SEDA between FNF and FNT in connection with the spin-off of FNT and replaced with any option to purchase 33,502 shares of FNT for \$8.26 per shares.

Reporting Owners 2

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- This option, which provides for vesting in three annual installments beginning October 15, 2005 was assumed by Fidelity National Title Group, Inc. ("FNT") pursuant to the Securities Exchange and Distribution Agreement ("SEDA") between Fidelity National Financial, Inc. ("FNF") and FNT in connection with the spin-off of FNT and replaced with an option to purchase 219,808 shares of FNT for \$16.65 per share.
- (5) This option, which was fully vested on 12/23/2005 was assumbed by FNT pursuant to the SEDA between FNF and FNT in connection with the spin-off of FNT and replaced with an option to purchase 4,449 shares of FNT for \$6.56 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.