FIDELITY NATIONAL FINANCIAL INC /DE/

Form 4 March 08, 2006

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average burden hours per

Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(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	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			FINANCIAL INC /DE/ [FNF]	(
(Last) 601 RIVERSI	(First) DE AVENU	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/06/2006	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) CEO			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
JACKSONVI	LLE, FL 322	240		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	ırities Ac	quired, Disposed	l of, or Benef	icially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/06/2006		M	50,000	A	\$ 3.907	2,726,356	D	
Common Stock	03/06/2006		S	800	D	\$ 36.86	2,725,556	D	
Common Stock	03/06/2006		S	3,700	D	\$ 36.85	2,721,856	D	
Common Stock	03/06/2006		S	3,300	D	\$ 36.84	2,718,556	D	
Common Stock	03/06/2006		S	1,100	D	\$ 36.83	2,717,456	D	

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Common Stock	03/06/2006	S	6,000	D	\$ 36.82	2,711,456	D	
Common Stock	03/06/2006	S	1,300	D	\$ 36.81	2,710,156	D	
Common Stock	03/06/2006	S	33,800	D	\$ 36.8	2,676,356	D	
Common Stock						2,449,535	I	Folco Development Corporation
Common Stock						579,119	I	Foley Family Charitable Foundation
Common Stock						7,291	I	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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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 of Number of Shares
Stock Option (right to purchase)	\$ 3.907	03/06/2006		M		50,000	04/11/1999	04/11/2006	Common Stock	50,00
Stock Options (right to	<u>(1)</u>						(2)	(3)	Common Stock	5,847,8

Reporting Owners

purchase)

Reporting Owner Name / Address	Relationships
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Reporting Owners 2

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Director 10% Owner Officer Other

FOLEY WILLIAM P II 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32240

CEO

Signatures

William P. 03/06/2006 Foley II

**Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

X

- ** 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 March 6, 2006.

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.

Signatures 3