FOLEY WILLIAM P II

Form 4

January 22, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

Check this box if no longer subject to Section 16.

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

1(b).

(Last)

(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.

[FNF]

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

01/20/2009

601 RIVERSIDE AVENUE

(Street)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

JACKSONVILLE, FL 32204

(City) (State) (Zip)

(Middle)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

3. (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

5. Amount of Securities Beneficially Owned Following

Reported

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

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securities (Instr. 3 and 4)

(9-02)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Stock Option (right to purchase)	\$ 16.16	01/20/2009		A		1,500,000		<u>(1)</u>	01/20/2017	Common Stock	1,500
Stock Option (right to purchase)	(2)							(3)	<u>(4)</u>	Common Stock	3,159

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer Other					
FOLEY WILLIAM P II 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204	X							

Signatures

William P.
Foley II

**Signature of Reporting Person

O1/21/2009

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).
- The options vest in three equal annual installments beginning January 20, 2010, provided that if the price of Fidelity National Financial's common stock has not exceeded \$19.39 for fifteen consecutive trading days by the scheduled vesting date, the portion of the option that would have vested on the scheduled vesting date will vest if and when the price of Fidelity National Fianncial's common stock has exceeded \$19.39 for fifteen consecutive trading days during the eight-year option term.
- (2) Represents options granted at various prices.
- (3) Exercise dates vary for each of the option grants.
- (4) Expiration dates vary for each of the option grants.
- (5) Reflects Reporting Person's total derivative securities in Fidelity National Financial, Inc. as of January 20, 2009.

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.

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