Fidelity National Financial, Inc.

Form 4

November 14, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

30(h) of the Investment Company Act of 1940

1(b).

(Last)

Common

Stock

11/12/2012

(Print or Type Responses)

1. Name and Address of Reporting Person * THOMPSON CARY H

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Fidelity National Financial, Inc.

(Check all applicable)

[FNF]

(Middle)

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

_X__ Director Officer (give title below)

10% Owner _ Other (specify

601 RIVERSIDE AVENUE

11/12/2012

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

34,012

D

(Street)

Filed(Month/Day/Year)

S

JACKSONVILLE, FL 32204

		FEISOII								
(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)	3. Transaction Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (`	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/12/2012		S	14,395	D	\$ 23.141 (1)	34,012	D		
Common Stock	11/12/2012		M	21,982	A	\$ 17.665	55,994	D		
Common Stock	11/12/2012		S	21,982	D	\$ 23.095 (2)	34,012	D		
Common Stock	11/12/2012		M	21,333	A	\$ 13.64	55,345	D		

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Common Stock	11/12/2012	M	42,667	A	\$ 7.09	76,679	D
Common Stock	11/12/2012	S	42,667	D	\$ 23.025 (1)	34,012	D
Common Stock	11/12/2012	M	6,667	A	\$ 14.06	40,679	D
Common Stock	11/12/2012	S	6,667	D	\$ 23.075	34,012	D
Common Stock	11/13/2012	S	3,086	D	\$ 23.2201	30,926	D
Common Stock	11/13/2012	S	8,223	D	\$	22,703	D

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

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SEC 1474 (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. Transaction Code (Instr. 8)	5. Number of orDerivative Securities 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 or Number of Shares
Stock Option (right To Purchase)	\$ 17.6654	11/12/2012		M	21,982	<u>(4)</u>	08/19/2013	Common Stock	21,982
Stock Option (right To Purchase)	\$ 13.64	11/12/2012		M	21,333	<u>(5)</u>	11/08/2015	Common Stock	21,333
Stock Option (right To Purchase)	\$ 7.09	11/12/2012		M	42,667	<u>(6)</u>	10/27/2016	Common Stock	42,667

Stock

Option (right To \$ 14.06 11/12/2012 M 6,667 (7) 11/23/2016 Common Stock 6,667 Purchase)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

THOMPSON CARY H

601 RIVERSIDE AVENUE X

JACKSONVILLE, FL 32204

Signatures

/s/ Michael L. Gravelle, as attorney-in-fact 11/13/2012

**Signature of Reporting Person 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).
- This transaction was executed in multiple trades at prices ranging from \$23.00 to \$23.16. The reporting person hereby undertakes to (1) provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- This transaction was executed in multiple trades at prices ranging from \$23.00 to \$23.14. The reporting person hereby undertakes to (2) provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- This transaction was executed in multiple trades at prices ranging from \$23.25 to \$23.32. The reporting person hereby undertakes to (3) provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (4) The option vests in three equal annual installments beginning August 19, 2006.
- (5) The option vests in four equal annual installments beginning November 8, 2008.
- (6) The option vests in three equal annual installments beginning October 27, 2009.
- (7) The option vests in three equal annual installments beginning on November 23, 2010.

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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