SADOWSKI PETER T

Form 4

August 23, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *

SADOWSKI PETER T

(Last) (First) (Middle)

601 RIVERSIDE AVENUE

(Street)

2. Issuer Name and Ticker or Trading

Symbol

FIDELITY NATIONAL FINANCIAL INC /DE/ [FNF]

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

08/19/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

below) Exec. VP/General Counsel

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

1. Title of 2. Transaction Date 2A. Deemed

(City)

Security

(Instr. 3)

Security

(Month/Day/Year)

or Exercise

(State)

(Zip)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following

(Instr. 3 and 4)

(T) Reported Transaction(s)

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

(Instr. 4) (Instr. 4)

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

any

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Month/Day/Year)

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative Expiration Date **Underlying Securities**

Code

Securities

(Instr. 3 and 4)

Edgar Filing: SADOWSKI PETER T - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	d of				
				Code V	(A)	` /	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to purchase	\$ 38.83	08/19/2005		A	40,000		(2)	08/19/2013	Common Stock	40,000
Stock Option (right to purchase)	(3)						<u>(4)</u>	<u>(5)</u>	Common Stock	174,526

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

**Signature of Reporting Person

O8/19/2005

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).
- (1) Stock options granted pursuant to the FNF 2004 Omnibus Incentive Plan exempt under Rule 16(b)3.
- (2) The options vest in three equal annual installments beginning on August 19, 2006.
- (3) Represents various options granted at various prices.
- (4) Exercise dates vary for each of the various grants.
- (5) Expiration dates vary for each of the various grants.
- As a result of a special cash dividend paid to shareholders on March 29, 2005, the Reporting Person's outstanding options were adjusted to account for the special dividend, resulting in an increase in the Reporting Person's aggregate outstanding option holdings.
- (7) Reflects Reporting Person's total Derivative Securities ownership in Fidelity National Financial, Inc. as of August 19, 2005.

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.

Reporting Owners 2