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Form 4										
January 03, FORN	ЛЛ								PPROVAL	
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287	
Check t if no lor subject Section Form 4	nger STATEN 16.	MENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							January 31, 2005 average urs per . 0.5	
Form 5 obligati- may con <i>See</i> Inst 1(b).	ons Section 17(a) of the I	Public U	Itility Hol	ding Cor		unge Act of 1934, t of 1935 or Secti 1940			
(Print or Type	Responses)									
1. Name and Address of Reporting Person [*] Massey Richard N			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			[FNF]	y Nationa	I Financi	al, Inc.	(Check all applicable)			
(Last) (First) (Middle) 601 RIVERSIDE AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 12/31/2012				Officer (give title 10% Owner Officer (give title Other (specify below)			
(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 Form filed by More than One Reporting 			
JACKSON	VILLE, FL 32204	4					Person		eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities 2	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	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)	
				Code V	Amount	(D) Price	(Instr. 3 and 4)			
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	•	•	•			
					inform	nation con	spond to the colle tained in this forn ond unless the fo	n are not	SEC 1474 (9-02)	

displays a currently valid OMB control

6. Date Exercisable and

Expiration Date

(Month/Day/Year)

5. Number of

Securities

number.

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

4.

Code

3. Transaction Date 3A. Deemed

Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative

any

1. Title of

Security

2.

or Exercise

7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8

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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	Amount or Number of Shares
Phantom Stock (1)	\$ 0 <u>(2)</u>	12/31/2012		А		43.8656		(3)	(3)	Common Stock	43.8656

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Massey Richard N 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204	Х						
Signatures							
/s/ Michael L. Gravelle, as attorney-in-fact	01/03/2013						
** 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).

(1) Phantom stock acquired by the reporting person pursuant to the Deferred Compensation Plan.

(2) Each share of phantom stock is the economic equivalent of one share of FNF common stock.

(3) Shares of phantom stock are payable in cash following the reporting person's termination as service as a director.

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

Reporting Owners

a currently valid OMB number.