Fidelity National Financial, Inc.

Form 4

Stock

Stock

Common

| November 27, 201 | 13 | | | | | | |
|--|-------------------------|--|-------------------------------|---|--|----------------|---|
| FORM 4 | | | | | | OMB A | PPROVAL |
| UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | OMB Number: | 3235-0287 | | |
| Check this box if no longer subject to Section 16. Form 4 or Washington, D.C. 20349 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | Expires: Estimated burden houresponse | urs per | |
| Form 5 obligations may continue. <i>See</i> Instruction 1(b). | Section 17(a) of | to Section 16(a) the Public Utility O(h) of the Invest | Holding Com | pany Act | of 1935 or Section | · | . 0.0 |
| (Print or Type Respon | ses) | | | | | | |
| 1. Name and Address FOLEY WILLIA | Symbol | ne and Ticker or | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) (l | First) (Middle) AVENUE | | iest Transaction ear) | | _X Director Officer (give t below) | | % Owner ner (specify |
| JACKSONVILLI | Street) | 4. If Amendme Filed(Month/Da | ent, Date Original y/Year) | | 6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by Mo | ne Reporting P | erson |
| | | | | | Person | | |
| (City) (S | State) (Zip) | | Non-Derivative S | Securities A | equired, Disposed of, | or Beneficia | lly Owned |
| | any | tion Date, if Trans Code h/Day/Year) (Instr. | ŕ | osed of (D) and 5) (A) or | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| C | | Code | | (D) Price | | | |
| Common Stock 11/21 | /2013 | A | 152,330 (1) | A \$0 | 3,894,882.4323 | D | |
| Common Stock | | | | | 49,502.66 | I | 401(k) account |
| Common | | | | | 2,645,122 | I | Folco Development |

2,645,122

708,106

I

I

Development

Corporation

Foley Family Charitable

Foundation

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

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

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. Transactio Code (Instr. 8) | 5. Number of or Derivative Securities Acquired (A) Disposed of (I (Instr. 3, 4, and 5) | Expiration Date (Month/Day/Yea or O) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amour Underlying Securit (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|--|---|--|-----------------|--|--|
| | | | | Code V | (A) (I | Date Exercisable | Expiration Date | Title | Amo Num Share | |
| Stock Option (right To Purchase) | \$ 27.9 | 11/21/2013 | | A | 887,265 | 11/21/2014 <u>(2)</u> | 11/21/2020 | Common Stock | 887 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| reporting o where there is a real constant. | Director | 10% Owner | Officer | Other | | |
| FOLEY WILLIAM P II 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204 | X | | | | | |

Signatures

/s/ Michael L. Gravelle, as attorney-in-fact 11/27/2013

**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) Grant of restricted common stock vesting in three equal annual installments on November 21 of each of the next three years.
- (2) The options vest in three equal annual installments beginning November 21, 2014.

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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