

LANDAMERICA FINANCIAL GROUP INC

Form 4

March 02, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HILL MELISSA A

(Last) (First) (Middle)

**101 GATEWAY CENTRE
PARKWAY, GATEWAY ONE**

(Street)

RICHMOND, VA 23235

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol**LANDAMERICA FINANCIAL
GROUP INC [LFG]**3. Date of Earliest Transaction
(Month/Day/Year)
02/28/20064. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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**

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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	02/28/2006		A	(A) or (D) Amount (1) 2,355	\$ 0 6,733	D	
Common Stock ⁽²⁾	02/28/2006		M	326	A \$ 0 7,059	D	
Common Stock	02/28/2006		D	326	D \$ 66.7 6,733	D	
Common Stock					166.7785	I	By 401(k) plan
Common Stock					261.328	I	by ESPP

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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 Derivative 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Deferred Stock Units	\$ 0	02/28/2006		J ⁽³⁾	1,649.1754	08/08/1988 08/08/1988	Common Stock 1,649.1754
Deferred Stock Units	\$ 0	03/01/2006		J ⁽⁴⁾	325.4438	08/08/1988 08/08/1988	Common Stock 325.4438
Phantom Stock ⁽²⁾	\$ 0	02/28/2006		M	326	08/08/1988 08/08/1988	Common Stock 326
Phantom Stock ⁽⁵⁾	\$ 0	02/28/2006		A	1,705	02/28/2007 02/28/2010	Common Stock 1,705

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HILL MELISSA A 101 GATEWAY CENTRE PARKWAY GATEWAY ONE RICHMOND, VA 23235	Executive Vice President

Signatures

By: Wm. Chadwick Perrine For: Melissa A. Hill

03/02/2006

**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) This number represents the total number of restricted shares awarded. The restricted shares awarded are vested in 25 percent increments beginning on February 28, 2007 and each February 28th thereafter for the remaining three years.

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- The phantom stock units disposed were cash units that vested on the anniversary date of the grant. The units were hypothetically
- (2) converted to common stock and hypothetically sold at the closing price of the vest date, with the insider receiving cash for the value of the units.
 - (3) The deferred stock units were acquired under a company deferral plan as a result of an annual bonus awarded by the issuer.
 - (4) The deferred stock units were acquired under a company deferral plan as a result of the issuer's company match of annual bonus shares awarded.
- The phantom stock is representative of one share of the issuer's stock on February 28, 2006. The phantom stock will vest in 25 percent
- (5) increments, and be payable in cash determined by the closing price of the issuer's stock on February 28, 2007, and each February 28th thereafter for the remaining three years.

Remarks:

Exhibit List

Exhibit 24 (Power of Attorney) is included with this filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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