SADOWSKI PETER T

Form 4

October 29, 2008

FORM 4

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

OMB Number: 3235-0287

Estimated average

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

Common

Common

Stock

Stock

(Print or Type Responses)

| 1. Name and Address of Reporting Person * SADOWSKI PETER T | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|--|--------------------|----------|---|---|--|--|
| | | | Fidelity National Financial, Inc. [FNF] | (Check all applicable) | | |
| (Last) 601 RIVERS | (First) IDE AVENU | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 10/27/2008 | Director 10% Owner _X_ Officer (give title Other (specify below) EVP, Chief Legal Officer | | |
| | (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 | | |
| JACKSONV | ILLE, FL 32 | 204 | | Form filed by More than One Reporting Person | | |

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Ownership Indirect (Instr. 3) Code (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 26,667 10/27/2008 Α A \$0 118,330 D (1) Stock Peter Common Ι Sadowski 28,951 Stock 2004 Trust Sadowski and

86,542

445

Ι

I

Merrill Lynch

Decker CA

Trust

Peter

Sadowski

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration Date U (Month/Day/Year) (I | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|---|--|--------------------|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Stock Option (right to purchase) | \$ 7.09 | 10/27/2008 | | A | 213,333 | <u>(2)</u> | 10/27/2016 | Common Stock | 213,333 |
| Stock Option (right to purchase) | (3) | | | | | <u>(4)</u> | <u>(5)</u> | Common Stock | 721,063 |

Deletionships

Reporting Owners

| Reporting Owner Name / Address | | | Relationships | |
|--------------------------------|----------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |

SADOWSKI PETER T 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204

EVP, Chief Legal Officer

Signatures

Peter T. Sadowski 10/29/2008

**Signature of Date

Reporting Person

Reporting Owners 2

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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 October 27 of each of the next three years.
- (2) The options vest in three equal annual installments beginning October 27, 2009.
- (3) Represents options granted at various prices.
- (4) Exercise dates vary for each of the option grants.
- (5) Expiration dates vary for each of the option grants.
- (6) Reflects Reporting Person's total derivative securities in Fidelity National Financial, Inc. as of October 27, 2008.

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.