Sohn Bruce Form 4 December 22, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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 \* Sohn Bruce

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) FIRST SOLAR, INC. [FSLR]

(Check all applicable)

C/O FIRST SOLAR, INC., 350

(Street)

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

Director

10% Owner Other (specify

Nature of

12/21/2010

X\_ Officer (give title below) below)

President

WEST WASHINGTON STREET SUITE 600

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

TEMPE, AZ 85281-1244

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Di	ispose	d of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	de (Instr. 3, 4 and 5)		Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)			Owned	(D) or	Ownership	
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	12/21/2010		M <u>(1)</u>	4,000	A	\$ 54.5	27,632	D	
Common Stock	12/21/2010		S(1)	4,000	D	\$ 132.99 (2)	23,632	D	

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

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# 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	on (Month/Day/Year) Execution Date, if Transaction of Deriva se any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed (D)		Securities Acquired (A) or Disposed of	(Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)		
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Options (Right to Buy)	\$ 54.5	12/21/2010		M	4,000	(3)	03/21/2014	Common Stock	4,00

# **Reporting Owners**

Reporting Owner Name / Address	Kelati	onships	

Director 10% Owner Officer Other

Sohn Bruce C/O FIRST SOLAR, INC. 350 WEST WASHINGTON STREET SUITE 600 TEMPE, AZ 85281-1244

President

## **Signatures**

/s/ Peter C. Bartolino, Attorney-in-fact

\*\*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 transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- A total of 4,000 shares were sold on this date in multiple transactions at prices ranging from \$132.54 to \$133.52 with a total weighted average sale price of \$132.99. The reporting person undertakes to provide upon request by the staff of the SEC, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (3) This option to purchase 150,000 shares vested with respect to 20% of the underlying shares on March 12, 2008, and has vested or will vest ratably each month during the 48 month period thereafter, subject to the Reporting Person's continued employment with the Issuer.

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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