

SADOWSKI PETER T

Form 4

October 27, 2006

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

Check this box  
if no longer  
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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SADOWSKI PETER T

2. Issuer Name **and** Ticker or Trading  
Symbol  
Fidelity National Title Group, Inc.  
[FNT]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
601 RIVERSIDE AVENUE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/24/2006

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Executive Officer

JACKSONVILLE, FL 32204

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  
Person

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |   |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|---|
|                                       |   |   | Code                                 | V  | Amount<br>(A)<br>or<br>(D)   | Price  |   |   |
| Common<br>Stock                       | 10/24/2006                              |   | A                                    |  | 8,230<br>(1)   | A (2)  | 17,450 (3)  | D |

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)*

## Edgar Filing: SADOWSKI PETER T - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                     |                    |                 |                                  |
|---|---|---|---|---|---|--|---|---------------------|--------------------|-----------------|----------------------------------|
|   |   |   |   | Code                                    | V   | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date | Title           | Amount of<br>Number of<br>Shares |
| Stock<br>Option<br>(right to<br>purchase)           | \$ 17.67  | 10/25/2006                              |   | A                                       |   | 87,922   |   | <u>(4)</u>          | 08/19/2013         | Common<br>Stock | 87,922                           |
| Stock<br>Option<br>(right to<br>purchase)           | \$ 8.26   | 10/25/2006                              |   | A                                       |   | 33,502   |   | <u>(6)</u>          | 12/23/2012         | Common<br>Stock | 33,502                           |
| Stock<br>Option<br>(right to<br>purchase)           | \$ 16.65  | 10/25/2006                              |   | A                                       |   | 219,808  |   | <u>(8)</u>          | 12/16/2012         | Common<br>Stcok | 219,808                          |
| Stock<br>Option<br>(right to<br>purchase)           | \$ 6.56   | 10/25/2006                              |   | A                                       |   | 4,449  |   | <u>(10)</u>         | 12/23/2013         | Common<br>stock | 4,449                            |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| SADOWSKI PETER T<br>601 RIVERSIDE AVENUE<br>JACKSONVILLE, FL 32204 |               |           | Executive Officer |       |

## Signatures

Peter T.  
Sadowski

10/26/2006

\_\_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) Restricted stock vesting in two equal annual installments on November 18 of 2006 and 2007.
- (2) Received in exchange for 8,800 shares of Fidelity National Financial, Inc. ("FNF") restricted common stock pursuant to the securities exchange and distribution agreement ("SEDA") between FNF and FNT in connection with the spin-off of FNT. On the effective date of the spin-off, the closing price of FNF's common stock was \$20.79 per share, and the closing price of FNT's common stock was \$22.23

## Edgar Filing: SADOWSKI PETER T - Form 4

per share.

- (3) Includes 9,220 shares of Fidelity National Title Group, Inc. ("FNT") restricted stock received as a dividend on the effective date of the FNT spin-off.
- (4) The option vests in three equal annual installments beginning August 19, 2006.
- (5) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 44,329 shares of FNF common stock for \$35.04 per share (prior to any anti-dilutive adjustment to the option to account for the spin-off of FNT).
- (6) The option vests in three equal annual installments beginning December 23, 2002.
- (7) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 16,891 shares of FNF common stock for \$16.38 per share (prior to any anti-dilutive adjustment to the option to account for the spinoff of FNT).
- (8) The option vests in three equal annual installments beginning October 15, 2005.
- (9) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 110,824 shares of FNF common stock for \$33.03 per share (prior to any anti-dilutive adjustment to the option to account for the spinoff of FNT).
- (10) The option vests in 3 equal annual installments beginning December 23, 2002.
- (11) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 2,243 shares of FNF common stock for \$13.01 per share (prior to any anti-dilutive adjustment to the option to account for the spin-off of FNT).

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.