

SMITH ERNEST
Form 3/A
April 24, 2003

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

FORM 3

INITIAL STATEMENT OF 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**

1. Name and Address of Reporting

Person* (*Last, First, Middle*) **2. Date of Event Requiring Statement**

(*Month/Day/Year*) **3. I.R.S. Identification Number of Reporting**

Person, if an entity (*voluntary*) Smith, Ernest, D.

01/28/2003

4050 Calle Real

(*Street*)

4. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer

(*Check All Applicable*) Fidelity National Financial, Inc. (FNF)

-
- Director
 10% Owner Officer (*give title below*)
 Other (*specify below*) Santa Barbara, CA 93110

(*City*) (*State*) (*Zip*)

6. If Amendment, Date of Original

(*Month/Day/Year*) Exec. VP; COO

02/06/2003

7. Individual or Joint/Group Filing

(*Check Applicable Line*) Form filed by One Reporting Person

Form filed by More than One Reporting Person

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* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v). Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Table I Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4) **2. Amount of Securities Beneficially Owned**

(Instr. 4) **3. Ownership Form: Direct (D) or Indirect (I)**

(Instr. 5) **4. Nature of Indirect Beneficial Ownership**

(Instr. 5)

| | | |
|--------------|--------------|---|
| Common Stock | 2448.8240(1) | D |
|--------------|--------------|---|

| | | |
|--------------|-------------|---|
| Common Stock | 651.4460(2) | D |
|--------------|-------------|---|

Table II Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security****(Instr. 4) 2. Date Exercisable and Expiration Date****(Month/Day/Year) 3. Title and Amount of Securities Underlying Derivative Security****(Instr. 4) 4. Conversion or Exercise Price of Derivative Security****5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)****(Instr. 5) 6. Nature of Indirect Beneficial Ownership (Instr. 5)**

| Date | Exer- cisable Expi- ration Date | Title Amount or Number of Shares | | | | | |
|-----------------------------|--|---|-----------|---|--|--|--|
| Stock Option (right to buy) | 1/12/99 1/12/08 | Common Stock 1,996 | \$20.0545 | D | | | |
| Stock Option (right to buy) | (3) 10/17/10 | Common Stock 24,199 | \$16.6364 | D | | | |
| Stock Option (right to buy) | (4) 4/16/11 | Common Stock 35,896 | \$19.30 | D | | | |
| Stock Option (right to buy) | (5) 2/21/12 | Common Stock 18,333 | \$22.50 | D | | | |
| Stock Option (right to buy) | (6) 12/23/12 | Common Stock 25,000 | \$33.20 | D | | | |
| Stock Option (right to buy) | 101,794(7) | | | D | | | |

Explanation of Responses:

- (1) These 2448.8240 shares were acquired by Reporting Person through February 6, 2003 pursuant to the FNF 401(k) plan at various prices. The information reported herein is based on a month-end report.
- (2) These 651.4460 shares were acquired by Reporting Person through February 6, 2003 pursuant to the FNF Employee Stock Purchase Plan at various prices. The information reported herein is based on a month-end report.
- (3) The option became exercisable in three equal annual installments beginning October 17, 2001.
- (4) The option became exercisable in three equal annual installments beginning April 16, 2002.
- (5) The option became exercisable in three equal annual installments beginning February 21, 2002.
- (6) The option became exercisable in three equal annual installments beginning December 23, 2003.
- (7) Reflects Reporting Person's total Derivative Securities in Fidelity National Financial, Inc. as of February 6, 2003.

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/s/ Ernest D. Smith 4/24/2003

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

