

Fidelity National Financial, Inc.
 Form 4
 August 05, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
Fidelity National Financial, Inc. [FNF]

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)
08/03/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Legal Officer

JACKSONVILLE, FL 32204

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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)
			Code	V	Amount	(D)	Price
FNF Group Common Stock	08/03/2015		M		34,542	A	\$ 12.22 222,551.0525
FNF Group Common Stock	08/03/2015		M		17,667	A	\$ 19.62 240,218.0525
FNF Group Common Stock	08/03/2015		M		44,069	A	\$ 24.24 284,287.0525

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FNF Group Common Stock	08/03/2015	S	34,542	D	\$ 39.435 <u>(1)</u>	249,745.0525	D	
FNF Group Common Stock	08/03/2015	S	17,667	D	\$ 39.444 <u>(2)</u>	232,078.0525	D	
FNF Group Common Stock	08/03/2015	S	44,069	D	\$ 39.383 <u>(3)</u>	188,009.0525 <u>(4)</u>	D	
FNF Group Common Stock						2,319.75 <u>(5)</u>	I	401(k) account
FNF Group Common Stock						86,542	I	Trust
FNF Group Common Stock						473	I	IRA

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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
FNF Group Stock	\$ 12.22	08/03/2015		M	34,542	<u>(6)</u>	11/23/2017	FNF Group Common	34,542

Option (right To Purchase)								Stock	
FNF Group Stock Option (right To Purchase)	\$ 19.62	08/03/2015	M	17,667	(7)	11/08/2019	FNF Group Common Stock	17,667	
FNF Group Stock Option (right To Purchase)	\$ 24.24	08/03/2015	M	44,069	(8)	11/21/2020	FNF Group Common Stock	44,069	

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

/s/ Michael L. Gravelle, as
attorney-in-fact

08/05/2015

Date

__Signature of Reporting Person

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 executed in multiple trades at prices ranging from \$39.30 to \$39.62. The price represents the weighted average sale price of the shares. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the shares sold at each price.
- (2) This transaction was executed in multiple trades at prices ranging from \$39.39 to \$39.54. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (3) This transaction was executed in multiple trades at prices ranging from \$39.29 to \$39.54. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- (4) Amount adjusted to reflect shares acquired under the registrant's Employee Stock Purchase Plan.
- (5) Amount adjusted to reflect changes in the reporting person's holdings through the registrant's 401(k) Plan.
- (6) The options vested in three equal annual installments beginning on November 23, 2010.
- (7) The options vested in three equal annual installments beginning November 8, 2013.
- (8) The options vested in three equal annual installments beginning November 21, 2014.

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