

Fidelity & Guaranty Life  
 Form 4  
 December 16, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
 O'Shaughnessy John P.

(Last) (First) (Middle)  
 1001 FLEET STREET, 6TH FLOOR  
 (Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Fidelity & Guaranty Life [FGL]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/12/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP and Chief Actuary

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/12/2014		F(1)	V 771 D	\$ 24.66	10,173 (2)	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)**

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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Stock Option (right to buy)	\$ 24.87					<u>(3)</u> 12/01/2021	Common Stock	3,825
Stock Option (right to buy)	\$ 17					<u>(4)</u> 12/12/2020	Common Stock	5,910
Stock Option (right to buy)	\$ 38.14					<u>(5)</u> 11/02/2018	Common Stock <u>(5)</u>	<u>(5)</u>
Stock Option (right to buy)	\$ 49.45					<u>(6)</u> 12/31/2019	Common Stock <u>(6)</u>	<u>(6)</u>
Restricted Stock Unit	<u>(7)</u>					<u>(7)</u> <u>(7)</u>	Common Stock <u>(7)</u>	<u>(7)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Shaughnessy John P. 1001 FLEET STREET, 6TH FLOOR BALTIMORE, MD 21202			SVP and Chief Actuary	

## Signatures

/s/ Isabelle Aragon,  
Attorney-in-Fact  
12/16/2014

          \*\*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) Represents the withholding by the Issuer of restricted stock to satisfy the reporting person's tax withholding obligations upon the vesting of restricted stock, which has been approved pursuant to the requirements of Rule 16b-3.

(2) Includes restricted stock.

(3) The option vests in three equal annual installments on December 1, 2015, 2016 and 2017, subject to continued employment through such date.

(4) The option vests in three equal annual installments on December 12, 2014, 2015 and 2016, subject to continued employment through such date.

The option entitles the reporting person to receive, upon exercise, a cash payment equal to the excess of the fair market value of a share of Class A Common Stock of Fidelity & Guaranty Life Holdings, Inc., a wholly owned subsidiary of the Issuer (the "F&G Subsidiary"), over the exercise price of the option. It is expected that the fair market value of a share of Class A Common Stock of the F&G Subsidiary will be derived from the value of the Common Stock of the Issuer. The option became exercisable as to 3,800 shares on November 2, 2012, 3,800 shares on November 2, 2013 and 3,800 shares on November 2, 2014.

(6) The option entitles the reporting person to receive, upon exercise, a cash payment equal to the excess of the fair market value of a share of Class B Common Stock of the F&G Subsidiary over the exercise price of the option. It is expected that the fair market value of a share of Class B Common Stock of the F&G Subsidiary will be derived from the value of the Common Stock of the Issuer. The option became exercisable as to 2,110 shares on December 31, 2013, and will be exercisable as to 2,111 shares on December 31, 2014 and 2,110 shares on December 31, 2015.

Each restricted stock unit is the economic equivalent of one share of Class B Common Stock of the F&G Subsidiary. Each restricted stock unit will be settled upon vesting in cash in an amount equal to the fair market value of a share of Class B Common Stock of the F&G Subsidiary. It is expected that the fair market value of a share of Class B Common Stock of the F&G Subsidiary will be derived from the value of the Common Stock of the Issuer. Of the remaining restricted stock units, 932 will vest on December 31, 2014 and 931 will vest on December 31, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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