

SADOWSKI PETER T
 Form 4
 July 31, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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)
 07/27/2017

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

JACKSONVILLE, FL 32204

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

(City) (State) (Zip)

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 | 07/27/2017 | | M | | 16,666 | A | \$ 34.8 |
| | | | | | | | 89,575.2784 |
| FNF Group Common Stock | 07/27/2017 | | S | | 16,666 | D | \$ 47.667 |
| | | | | | | | 72,909.2784 |
| FNF Group Common Stock | 07/27/2017 | | M | | 88,141 | A | \$ 24.24 |
| | | | | | | | 161,050.2784 |

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| | | | | | | | | |
|---------------------------------|------------|---|--------|---|---------------------|--------------------|---|-------------------|
| FNF Group Common Stock | 07/27/2017 | S | 88,141 | D | \$ 47.499 (2) | 72,909.2784 | D | |
| FNF Group Common Stock | 07/27/2017 | M | 28,408 | A | \$ 29.8 | 101,317.2784 | D | |
| FNF Group Common Stock | 07/27/2017 | S | 28,408 | D | \$ 47.552 (3) | 72,909.2784 (4) | D | |
| FNF Group Common Stock | | | | | | 2,453.88 (5) | 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 | \$ 34.84 | 07/27/2017 | | M | 16,666 | (6) | 10/29/2022 | FNF Group Common | 16,666 |

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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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