

LYON WILLIAM
Form 4
October 27, 2006

FORM 4

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

OMB APPROVAL

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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 *
LYON WILLIAM

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

601 RIVERSIDE AVENUE

(Street)

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

JACKSONVILLE, FL 32204

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) Price | | |
| Common Stock | 10/24/2006 | | A | | 2,057 (1) 13,998 (3) | D | |
| Common Stock | 10/24/2006 | | A | | 12,000 (4) \$ 0 25,998 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|------------------|---|--------------|----------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Option (right to purchase) | \$ 8.26 | 10/24/2006 | | A | | 20,100 | | 12/23/2005 | 12/23/2012 | Common Stock | 20,100 |
| Stock Option (right to purchase) | \$ 3.01 | 10/24/2006 | | A | | 24,320 | | 03/23/2002 | 03/23/2009 | Common Stock | 24,320 |
| Stock Option (right to purchase) | \$ 12.52 | 10/24/2006 | | A | | 47,506 | | <u>(7)</u> | 10/15/2012 | Common Stock | 47,506 |
| Stock Option (right to purchase) | \$ 6.05 | 10/24/2006 | | A | | 40,124 | | 03/19/2001 | 03/19/2008 | Common Stock | 40,124 |
| Stock option (right to purchase) | \$ 5.6 | 10/24/2006 | | A | | 44,216 | | 02/21/2005 | 02/21/2012 | Common Stock | 44,216 |
| Stock Option (right to purchase) | \$ 4.8 | 10/24/2006 | | A | | 48,637 | | 04/16/2004 | 04/16/2011 | Common Stock | 48,637 |
| Stock Option (right to purchase) | \$ 2.89 | 10/24/2006 | | A | | 121,598 | | 12/22/2002 | 12/22/2009 | Common Stock | 121,598 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | | |

LYON WILLIAM
601 RIVERSIDE AVENUE
JACKSONVILLE, FL 32204

Signatures

William Lyon 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 2007 and 2008.

Received in exchange for 2,200 shares of Fidelity National Financial ("FNF") restricted common stock pursuant to the Securities Exchange and Distribution Agreement ("SEDA") between FNF and Fidelity National Title Group, Inc. ("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 \$20.70 per share, and the closing price of FNT's common stock was \$22.23 per share.
- (2) Includes 2,305 shares of Fidelity National Title Group, Inc. ("FNT") restricted stock received as a dividend on the effective date of the FNT spin-off.
- (3) Grant of restricted common stock vesting in three equal annual installments on October 25 of each of the next three years.
- (4) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 10134 shares of FNF common stock at \$16.3814 per share (prior to any anti-dilutive adjustment to the option to account for the spin-off of FNT).
- (5) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 12,262 shares of FNF common stock at \$5.9659 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 October 15, 2005.
- (7) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 23952 shares of FNF common stock for \$24.8312 per share (prior to any anti-dilutive adjustment to the option to account for the spin-off of FNT).
- (8) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 20,230 shares of FNF common stock at \$12.0034 (prior to any anti-dilutive adjustment to the option to account for the spin-off to FNT).
- (9) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to purchase 22,293 shares of FNF common stock for \$11.1019 per share (prior to any anti-dilutive adjustment to the option to account for the spin-off of FNT).
- (10) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 24,522 shares of FNF common stock at \$9.523 per share (prior to any anti-dilutive adjustment to the option to account for the spin-off of FNT).
- (11) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 61,308 shares of FNF common stock for \$5.7326 per share (prior to any anti-dilutive adjustment to the option to account for the spin-off of FNT).
- (12)

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.