Massey Richard N Form 4 October 04, 2010

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

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 \*

Massey Richard N

(Last)

1.Title of

Security

(Instr. 3)

(First)

(Middle)

**601 RIVERSIDE AVENUE** 

(Street)

(Month/Day/Year)

JACKSONVILLE, FL 32204

2. Issuer Name and Ticker or Trading

Symbol

[FNF]

Fidelity National Financial, Inc.

3. Date of Earliest Transaction

(Month/Day/Year) 09/30/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(I)

(Instr. 4)

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

5. Amount of

Issuer

below)

X\_ Director

Applicable Line)

Officer (give title

(City) (State) (Zip) 2. Transaction Date 2A. Deemed

> Execution Date, if Code

3.

(Instr. 8) (Month/Day/Year)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

(A)

or

Beneficially Owned Following Reported

Securities

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative (Month/Day/Year) Execution Date, if Conversion Security or Exercise any

5. Number of TransactionDerivative Code Securities Acquired

6. Date Exercisable and **Expiration Date** 

(Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

### Edgar Filing: Massey Richard N - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.		(A) or Disposed (D) (Instr. 3, 4, and					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock (1)	\$ 0 (2)	09/30/2010		A		1,497.0095		(3)	(3)	Common	1,497.00

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
Topolong o mior rumo, rumoso	Director	10% Owner	Officer Other					
Massey Richard N 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204	X							

# **Signatures**

Goodloe M. Partee as attorney in fact.

10/04/2010

\*\*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) Phantom stock acquired by the reporting person pursuant to the Deferred Compensation Plan.
- (2) Each share of phantom stock is the economic equivalent of one share of FNF common stock.
- (3) Shares of phantom stock are payable in cash following the reporting person's termination as service as a director.

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.

Reporting Owners 2