

Fidelity National Financial, Inc.  
 Form 4  
 November 14, 2012

**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 \*  
**THOMPSON CARY H**

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)

JACKSONVILLE, FL 32204

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/12/2012

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

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	11/12/2012		S			14,395	D	\$ 23.141 <u>(1)</u>	34,012	D	
Common Stock	11/12/2012		M			21,982	A	\$ 17.665	55,994	D	
Common Stock	11/12/2012		S			21,982	D	\$ 23.095 <u>(2)</u>	34,012	D	
Common Stock	11/12/2012		M			21,333	A	\$ 13.64	55,345	D	
Common Stock	11/12/2012		S			21,333	D	\$ 23.033 <u>(1)</u>	34,012	D	

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Common Stock	11/12/2012	M	42,667	A	\$ 7.09	76,679	D
Common Stock	11/12/2012	S	42,667	D	\$ 23.025 (1)	34,012	D
Common Stock	11/12/2012	M	6,667	A	\$ 14.06	40,679	D
Common Stock	11/12/2012	S	6,667	D	\$ 23.075	34,012	D
Common Stock	11/13/2012	S	3,086	D	\$ 23.2201	30,926	D
Common Stock	11/13/2012	S	8,223	D	\$ 23.2876 (3)	22,703	D

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

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(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	Amount or Number of Shares
Stock Option (right To Purchase)	\$ 17.6654	11/12/2012		M	21,982	(4)	08/19/2013	Common Stock	21,982
Stock Option (right To Purchase)	\$ 13.64	11/12/2012		M	21,333	(5)	11/08/2015	Common Stock	21,333
Stock Option (right To Purchase)	\$ 7.09	11/12/2012		M	42,667	(6)	10/27/2016	Common Stock	42,667

Stock Option (right To Purchase)	\$ 14.06	11/12/2012		M	6,667	(7)	11/23/2016	Common Stock	6,667
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMPSON CARY H 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204		X		

## Signatures

/s/ Michael L. Gravelle, as attorney-in-fact	11/13/2012
__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) This transaction was executed in multiple trades at prices ranging from \$23.00 to \$23.16. 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.
  - (2) This transaction was executed in multiple trades at prices ranging from \$23.00 to \$23.14. 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 \$23.25 to \$23.32. 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) The option vests in three equal annual installments beginning August 19, 2006.
  - (5) The option vests in four equal annual installments beginning November 8, 2008.
  - (6) The option vests in three equal annual installments beginning October 27, 2009.
  - (7) The option vests in three equal annual installments beginning on November 23, 2010.

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.