

FOLEY WILLIAM P II
Form 4
March 04, 2005

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 *
FOLEY WILLIAM P II

2. Issuer Name and Ticker or Trading Symbol
FIDELITY NATIONAL FINANCIAL INC /DE/ [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)
03/02/2005

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

JACKSONVILLE, FL 32240

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	(A) or (D)	Price
Common Stock	03/02/2005		M		365,382	A	\$ 4.1587 2,773,717
Common Stock	03/02/2005		M		50,537	A	\$ 10.6485 2,824,254
Common Stock	03/02/2005		M		65,027	A	\$ 4.7333 2,889,281
Common Stock	03/02/2005		M		32,686	A	\$ 3.0053 2,921,967
Common Stock	03/02/2005		M		33,275	A	\$ 13.704 2,955,242

Edgar Filing: FOLEY WILLIAM P II - Form 4

Common Stock	03/02/2005	M	15,125	A	\$ 10.3636	2,970,367	D
Common Stock	03/02/2005	M	8,250	A	\$ 15.36	2,978,617	D
Common Stock	03/02/2005	F	209,289	D	\$ 45.26	2,769,328	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	
					V	(A) (D)	Date Exercisable	Expiration Date		Title
Stock Option (right to purchase)	\$ 4.1587	03/02/2005		M		365,382	04/17/1996	04/16/2005	Common Stock	365,382
Stock Option (right to purchase)	\$ 10.6485	03/02/2005		M		50,537	01/12/1998	01/12/2010	Common Stock	50,537
Stock Option (right to purchase)	\$ 4.73	03/02/2005		M		65,027	03/23/2000	03/23/2009	Common Stock	65,027
Stock Option (right to purchase)	\$ 3.0053	03/02/2005		M		32,686	02/23/2000	02/22/2012	Common Stock	32,686
Stock Option (right to purchase)	\$ 13.704	03/02/2005		M		33,275	03/14/2001	03/14/2013	Common Stock	33,275
Stock	\$ 10.3636	03/02/2005		M		15,125	02/21/2002	02/21/2012	Common	15,125

Option (right to purchase)									Stock	
Stock Option (right to purchase)	\$ 15.36	03/02/2005		M	8,250	03/24/2003	03/24/2013		Common Stock	8,250
Stock Option (right to purchase)	(1)					(2)	(3)		Common Stock	3,843 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOLEY WILLIAM P II 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32240	X		CEO	

Signatures

William P. Foley, II	03/04/2005
**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) Comprises options granted at various prices.
- (2) Exercise dates vary for each of the various grants.
- (3) Expiration dates vary for each of the various grants.
- (4) Reflects Reporting Person's total Derivative Securities ownership in Fidelity National Financial, Inc. as of March 2, 2005.

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.