

PARK ANTHONY
Form 4
December 31, 2012

FORM 4

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PARK ANTHONY

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)
12/27/2012

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
EVP & Chief Financial 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)
Common Stock	12/27/2012		M	100,000 A	\$ 7.09 249,078.2382	D	
Common Stock	12/27/2012		S	100,000 D	\$ 23.926 149,078.2382	D	
Common Stock					61.93	I	401(k) Account
Common Stock					154,650	I	Park Family Trust

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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)
Stock Option (right To Purchase)	\$ 7.09	12/27/2012		M	100,000	(2) 10/27/2016	Common Stock 100,000

Reporting Owners

Reporting Owner Name / Address	Relationships
PARK ANTHONY 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204	Director 10% Owner Officer Other EVP & Chief Financial Officer

Signatures

/s/ Michael L. Gravelle, as attorney-in-fact 12/31/2012

__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).

This transaction was executed in multiple trades at prices ranging from \$23.80 to \$24.02. The reporting person hereby undertakes to

(1) provide upon request to the SEC staff, the issuer, or security holder of the issuer, full information regarding the shares sold at each separate price.

(2) The options vest in three equal annual installments beginning October 27, 2009.

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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