

Fidelity & Guaranty Life
 Form 4
 December 03, 2015

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 *
LITTLEFIELD CHRISTOPHER J

(Last) (First) (Middle)

**TWO RUAN CENTER, 601
 LOCUST STREET, 14TH FLOOR**

(Street)

DES MOINES, IA 50309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Fidelity & Guaranty Life [FGL]

3. Date of Earliest Transaction
 (Month/Day/Year)
12/01/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
				(A) or (D)	Price		
Common Stock	12/01/2015		F(1)	1,140	\$ 25.68	D	
Common Stock	12/01/2015		A	8,802 (3)	\$ 0	D	

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

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- (4) Stock option granted pursuant to the Issuer's 2013 Stock Incentive Plan, which meets the requirements of Rule 16b-3.
- (5) The option vests in three equal annual installments on December 1, 2016, 2017 and 2018, subject to continued employment through such date.
- (6) This stock option vests in three equal annual installments on February 1, 2016, 2017 and 2018, subject to the continuous existence of a Service Relationship through such date.
- (7) This stock option vests in three equal annual installments on December 1, 2015, 2016 and 2017, subject to continued employment through such date.

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