

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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**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)

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

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

**601 RIVERSIDE AVENUE**

(Street)

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

**JACKSONVILLE, FL 32204**

(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	Price	
Common Stock	11/12/2012		S		14,395	\$ 23.141 <u>(1)</u>	D
Common Stock	11/12/2012		M		21,982	\$ 17.665	D
Common Stock	11/12/2012		S		21,982	\$ 23.095 <u>(2)</u>	D
Common Stock	11/12/2012		M		21,333	\$ 13.64	D
Common Stock	11/12/2012		S		21,333	\$ 23.033 <u>(1)</u>	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

