

SADOWSKI PETER T
Form 4
October 27, 2006

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 *
SADOWSKI PETER T

2. Issuer Name and Ticker or Trading Symbol
Fidelity National Title Group, Inc. [FNT]

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)
10/24/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 10/24/2006 | | A | 8,230 (1) A (2) 17,450 (3) | | D | |

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)

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| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Underlying Securities (Instr. 3 and 4) |
| Stock Option (right to purchase) | \$ 17.67 | 10/25/2006 | | A | 87,922 | (4) 08/19/2013 | Common Stock 87,922 |
| Stock Option (right to purchase) | \$ 8.26 | 10/25/2006 | | A | 33,502 | (6) 12/23/2012 | Common Stock 33,502 |
| Stock Option (right to purchase) | \$ 16.65 | 10/25/2006 | | A | 219,808 | (8) 12/16/2012 | Common Stock 219,808 |
| Stock Option (right to purchase) | \$ 6.56 | 10/25/2006 | | A | 4,449 | (10) 12/23/2013 | Common stock 4,449 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SADOWSKI PETER T 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204 | | | Executive Officer | |

Signatures

Peter T. Sadowski
10/26/2006

**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) Restricted stock vesting in two equal annual installments on November 18 of 2006 and 2007.
- (2) Received in exchange for 8,800 shares of Fidelity National Financial, Inc. ("FNF") restricted common stock pursuant to the securities exchange and distribution agreement ("SEDA") between FNF and FNT in connection with the spin-off of FNT. On the effective date of the spin-off, the closing price of FNF's common stock was \$20.79 per share, and the closing price of FNT's common stock was \$22.23

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per share.

- (3) Includes 9,220 shares of Fidelity National Title Group, Inc. ("FNT") restricted stock received as a dividend on the effective date of the FNT spin-off.
- (4) The option vests in three equal annual installments beginning August 19, 2006.
- (5) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 44,329 shares of FNF common stock for \$35.04 per share (prior to any anti-dilutive adjustment to the option to account for the spin-off of FNT).
- (6) The option vests in three equal annual installments beginning December 23, 2002.
- (7) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 16,891 shares of FNF common stock for \$16.38 per share (prior to any anti-dilutive adjustment to the option to account for the spinoff of FNT).
- (8) The option vests in three equal annual installments beginning October 15, 2005.
- (9) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 110,824 shares of FNF common stock for \$33.03 per share (prior to any anti-dilutive adjustment to the option to account for the spinoff of FNT).
- (10) The option vests in 3 equal annual installments beginning December 23, 2002.
- (11) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 2,243 shares of FNF common stock for \$13.01 per share (prior to any anti-dilutive adjustment to the option to account for the spin-off of FNT).

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.