

SADOWSKI PETER T  
 Form 4  
 October 29, 2008

**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 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)  
 10/27/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Chief Legal 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                    | 10/27/2008                           |  | A                              | V<br>Amount<br>26,667<br>(1)                                      | \$ 0 118,330  | D  |   |
| Common Stock                    |                                      |  |                                |   | 28,951  | I  | Peter Sadowski 2004 Trust                             |
| Common Stock                    |                                      |  |                                |   | 86,542  | I  | Sadowski and Decker CA Trust                          |
| Common Stock                    |                                      |  |                                |   | 445   | I  | Peter Sadowski Merrill Lynch                          |

|              |             |   |   |
|--------------|-------------|---|---|
| Common Stock | 13,519.6427 | I | IRA Reporting Person's ESPP/401(k) accounts |
|--------------|-------------|---|---|

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

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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount of Number of Shares                              |
| Stock Option (right to purchase)           | \$ 7.09  | 10/27/2008                           |  | A                              | 213,333   | (2) 10/27/2016   | Common Stock 213,333  |
| Stock Option (right to purchase)           | (3)  |                                      |  |                                |   | (4) (5)  | Common Stock 721,063  |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| SADOWSKI PETER T<br>601 RIVERSIDE AVENUE<br>JACKSONVILLE, FL 32204 |               |           | EVP, Chief Legal Officer |       |

## Signatures

Peter T. Sadowski 10/29/2008

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) Grant of restricted common stock vesting in three equal annual installments on October 27 of each of the next three years.

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

(3) Represents options granted at various prices.

(4) Exercise dates vary for each of the option grants.

(5) Expiration dates vary for each of the option grants.

(6) Reflects Reporting Person's total derivative securities in Fidelity National Financial, Inc. as of October 27, 2008.

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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