

Sohn Bruce
Form 4
January 19, 2011

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 *
Sohn Bruce

(Last) (First) (Middle)

C/O FIRST SOLAR, INC., 350
WEST WASHINGTON STREET
SUITE 600

(Street)

TEMPE, AZ 85281-1244

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FIRST SOLAR, INC. [FSLR]

3. Date of Earliest Transaction
(Month/Day/Year)
01/18/2011

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

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/18/2011		M ⁽¹⁾	9,000	A \$ 54.5	32,632	D
Common Stock	01/18/2011		S ⁽¹⁾	5,500	D \$ 140.02	27,132	D
					(2) (6)		
Common Stock	01/18/2011		S ⁽¹⁾	2,200	D \$ 141.61	24,932	D
					(3) (6)		
Common Stock	01/18/2011		S ⁽¹⁾	1,100	D \$ 142.49	23,832	D

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					(4) (6)				
Common	01/18/2011		S ⁽¹⁾	200	D	\$	143.35	23,632	D
Stock							(5) (6)		

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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Options (Right to Buy)	\$ 54.5	01/18/2011		M	9,000	(7) 03/21/2014	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sohn Bruce
C/O FIRST SOLAR, INC.
350 WEST WASHINGTON STREET SUITE 600
TEMPE, AZ 85281-1244

President

Signatures

/s/ Peter C. Bartolino, 01/19/2011
Attorney-in-fact

**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) This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- (2) This transaction was executed in multiple trades at prices ranging from \$140.00 to \$140.29. The price reported above reflects the weighted average sale price for the transactions reported on this line.
- (3) This transaction was executed in multiple trades at prices ranging from \$141.12 to \$142.02. The price reported above reflects the weighted average sale price for the transactions reported on this line.
- (4) This transaction was executed in multiple trades at prices ranging from \$142.23 to \$143.00. The price reported above reflects the weighted average sale price for the transactions reported on this line.
- (5) This transaction was executed in multiple trades at prices ranging from \$143.32 to \$143.37. The price reported above reflects the weighted average sale price for the transactions reported on this line.

(6) A total of 9,000 shares were sold on this date in multiple transactions at prices ranging from \$140.00 to \$143.37 with a total weighted average sale price of \$140.78. The reporting person undertakes to provide upon request by the staff of the SEC, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(7) This option to purchase 150,000 shares vested with respect to 20% of the underlying shares on March 12, 2008, and has vested or will vest ratably each month during the 48 month period thereafter, subject to the Reporting Person's continued employment with the Issuer.

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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