

FIDELITY NATIONAL FINANCIAL INC /DE/
Form 4
March 28, 2003

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden

hours per response...0.5

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

O Check this box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

1. Name and Address of Reporting

Person* (*Last, First, Middle*) **2. Issuer Name and Ticker or**

Trading Symbol 3. I.R.S. Identification Number of Reporting

Person, if an entity (*Voluntary*) Foley II, William, P.

Fidelity National Financial, Inc. (FNF)

4050 Calle Real Suite 200

4. Statement for Month/Day/Year 5. If Amendment, Date of Original (Month/Day/Year) 03/26/2003

(Street) 6. Relationship of Reporting Person(s)

to Issuer (Check All Applicable) 7. Individual or Joint/Group Filing

(Check Applicable Line) Santa Barbara, CA 93110

(City) (State) (Zip) ☒ Director ☐ 10% Owner ☒ Form filed by One Reporting Person ☒ Officer (give title below) ☐
Form filed by More than One Reporting Person ☐ Other (specify below) CEO

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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

Transactions(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 (A)

or

(D) Price

Common Stock	3/26/03	M	24,343	A	\$8.6091	D
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Common Stock	3/26/03	F	5,544	D	\$33.80	D
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Common Stock	3/26/03	F	2,193	D	\$33.81	D
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Common Stock	3/26/03	F	345	D	\$33.82	D
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Common Stock	3/26/03	F	1,268	D	\$33.83	D
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Common Stock	3/26/03	F	3,693	D	\$33.84	D
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Common Stock	3/26/03	S	4,800	D	\$33.80	D
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Common Stock	3/26/03	S	1,900	D	\$33.81	D
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Common Stock	3/26/03	S	300	D	\$33.82	D
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Common Stock	3/26/03	S	1,100	D	\$33.83	D
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Common Stock	3/26/03	S	3,200	D	\$33.84	D
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Common Stock	3/26/03	A	314,686	A (1)	1,229,913	D
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Common Stock			1,781,483	I	Folco Development Corporation
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Common Stock			381,178	I	Foley Family Charitable Foundation
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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)

Code V (A) (D)

Stock Option (right to buy) \$8.6091 3/26/03 M 24,343

Stock Option (right to buy) \$4.306 3/26/03 A 27,302

Stock Option (right to buy) \$8.546 3/26/03 A 3,783

Stock Option (right to buy) \$12.247 3/26/03 A 18,916

Stock Option (right to buy)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned - Continued
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date
(Month/Day/Year) **7. Title and Amount of Underlying Securities**
(Instr. 3 and 4) **8. Price of Derivative Security**
(Instr. 5) **9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)**
(Instr. 4) **10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)**
(Instr. 4) **11. Nature of Indirect Beneficial Ownership**
(Instr. 4)

Date
Exercisable Expiration
Date Title Amount or
Number of
Shares

4/13/94 4/12/03 Common Stock 265,733 241,390 D

10/4/01 10/4/10 Common Stock 46,819 (2) 27,302 D

6/12/02 6/12/11 Common Stock 5,675 (3) 3,783 D

9/26/02 9/26/11 Common Stock 28,375 (4) 18,916 D

2,831,378(5) D

Explanation of Responses:

- (1) Received in exchange for 693,141 shares of ANFI, Inc. common stock in connection with merger of ANFI, Inc. into FNF (the "Merger"). On the effective date of the Merger, the closing price of ANFI, Inc.'s common stock was \$15.37 per share, and the closing price of FNF's common stock was \$33.73 per share.
- (2) Received in the Merger in exchange for a stock option to acquire 60,137 shares of ANFI, Inc. common stock for \$1.95 per share.
- (3) Received in the Merger in exchange for a stock option to acquire 8,333 shares of ANFI, Inc. common stock for \$3.88 per share.
- (4) Received in the Merger in exchange for a stock option to acquire 41,666 shares of ANFI, Inc. common stock for \$5.56 per share.
- (5) Reflects reporting person's total Derivative Securities of FNF as of March 26, 2003.

/s/ William P. Foley II 3/26/2003

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.