

FIDELITY NATIONAL FINANCIAL INC /DE/

Form 4

February 01, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HEASLEY PHILIP G**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**FIDELITY NATIONAL  
FINANCIAL INC /DE/ [FNF]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
**18085 BREEZY POINT ROAD**  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/31/2005**

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

**WOODLAND, MN 55391**

(City) (State) (Zip)

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

**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	(A) or (D) Price			
Common Stock	01/31/2005		M		5,545	A \$ 14.0364	21,530	D	
Common Stock	01/31/2005		M		5,042	A \$ 16.3636	26,572	D	
Common Stock	01/31/2005		M		4,584	A \$ 24.1455	31,156	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control**

SEC 1474  
(9-02)

number.

**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 or Number of Shares
Stock Option (right to purchase)	\$ 14.0364	01/31/2005		M	5,545	04/16/2004	04/16/2011	Common Stock	16,637
Stock Option (right to purchase)	\$ 16.3636	01/31/2005		M	5,042	02/21/2004	02/21/2012	Common Stock	15,125
Stock Option (right to purchase)	\$ 24.1455	01/31/2005		M	4,584	<u>(1)</u>	12/23/2012	Common Stock	6,875
Stock Option (right to purchase)	<u>(2)</u>					<u>(3)</u>	<u>(4)</u>	Common Stock	18,541 <u>(5)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEASLEY PHILIP G 18085 BREEZY POINT ROAD WOODLAND, MN 55391	X			

## Signatures

Philip G.  
Heasley

02/01/2005

         \*\*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) Options vest in three equal annual installments beginning December 23, 2003.

(2) Comprises options granted at various prices.

(3) Exercise dates vary for each of the various grants.

(4) Expiration dates vary for each of the various grants.

(5) Reflects Reporting Person's total Derivative Securities ownership in Fidelity National Financial, Inc. as of January 31, 2005.

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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