

Fidelity National Financial, Inc.
 Form 4
 April 04, 2016

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 *
 Ammerman Douglas K

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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/31/2016

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

601 RIVERSIDE AVENUE

(Street)

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

JACKSONVILLE, FL 32204

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| FNF Group Common Stock | 03/31/2016 | | M | | 49,127 A \$ 6.16 | 122,428.28 | D |
| FNF Group Common Stock | 03/31/2016 | | S | | 49,127 D \$ 33.73 (1) | 73,301.28 | D |
| FNF Group Common Stock | 03/31/2016 | | M | | 11,514 A \$ 12.22 | 84,815.28 | D |

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| | | | | | | | |
|--------|------------|--|---|--------|----|------------|-------------|
| FNF | | | | | \$ | | |
| Group | | | | | | | |
| Common | 03/31/2016 | | S | 11,514 | D | 33.904 | 73,301.28 D |
| Stock | | | | | | <u>(2)</u> | |

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 number.

SEC 1474
(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|------------------------|--|------------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | |
| FNF Group Stock Option (right To Purchase) | \$ 6.16 | 03/31/2016 | | M | | 49,127 | <u>(3)</u> | 10/27/2016 | FNF Group Common Stock |
| FNF Group Stock Option (right To Purchase) | \$ 12.22 | 03/31/2016 | | M | | 11,514 | <u>(4)</u> | 11/23/2016 | FNF Group Common Stock |
| FNF Group Phantom Stock <u>(5)</u> | <u>(6)</u> | 03/31/2016 | <u>(7)</u> | A | | 325.6528 <u>(5)</u> | <u>(7)</u> | <u>(7)</u> | FNF Group Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Ammerman Douglas K 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204 | | X | | |

Signatures

/s/ Michael L. Gravelle, as
attorney-in-fact

04/04/2016

__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).

This transaction was executed in multiple trades at prices ranging from \$33.61 to \$33.92. The reporting person hereby undertakes to

(1) provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the shares sold at each separate price.

This transaction was executed in multiple trades at prices ranging from \$33.82 to \$33.99. The reporting person hereby undertakes to

(2) provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.

(3) The options vested in three equal annual installments beginning October 27, 2009.

(4) The options vested in three equal annual installments beginning November 23, 2010.

(5) Phantom stock acquired by the reporting person pursuant to the Deferred Compensation Plan.

(6) Each share of phantom stock is the economic equivalent of one share of FNF Group common stock.

(7) Shares of phantom stock are payable in cash following the reporting person's termination of service as a director.

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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