

FIRST SOLAR, INC.

Form 4

September 02, 2008

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sohn Bruce

(Last) (First) (Middle)

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)

08/28/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	08/28/2008		M		10,000	A	\$ 54.5 22,497
Common Stock	08/28/2008		M		2,750	A	\$ 4.54 25,247
Common Stock	08/28/2008		S		500	D	\$ 279.51 24,747
Common Stock	08/28/2008		S		100	D	\$ 279.5 24,647
Common Stock	08/28/2008		S		100	D	\$ 279.49 24,547

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Common Stock	08/28/2008	S	100	D	\$ 279.36	24,447	D
Common Stock	08/28/2008	S	300	D	\$ 279.38	24,147	D
Common Stock	08/28/2008	S	200	D	\$ 279.33	23,947	D
Common Stock	08/28/2008	S	100	D	\$ 279.22	23,847	D
Common Stock	08/28/2008	S	1,200	D	\$ 279.21	22,647	D
Common Stock	08/28/2008	S	1,000	D	\$ 279.2	21,647	D
Common Stock	08/28/2008	S	100	D	\$ 279.19	21,547	D
Common Stock	08/28/2008	S	100	D	\$ 279.05	21,447	D
Common Stock	08/28/2008	S	300	D	\$ 279.23	21,147	D
Common Stock	08/28/2008	S	500	D	\$ 279.25	20,647	D
Common Stock	08/28/2008	S	100	D	\$ 279.02	20,547	D
Common Stock	08/28/2008	S	100	D	\$ 279.09	20,447	D
Common Stock	08/28/2008	S	100	D	\$ 279.04	20,347	D
Common Stock	08/28/2008	S	100	D	\$ 279.01	20,247	D
Common Stock	08/28/2008	S	2,352	D	\$ 279	17,895	D
Common Stock	08/28/2008	S	1,300	D	\$ 279.26	16,595	D
Common Stock	08/28/2008	S	100	D	\$ 279.1	16,495	D
Common Stock	08/28/2008	S	400	D	\$ 278.99	16,095	D
Common Stock	08/28/2008	S	200	D	\$ 278.8	15,895	D
Common Stock	08/28/2008	S	100	D	\$ 278.7	15,795	D
	08/28/2008	S	100	D		15,695	D

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Common Stock					\$ 278.69		
Common Stock	08/28/2008	S	200	D	\$ 278.66	15,495	D
Common Stock	08/28/2008	S	300	D	\$ 278.65	15,195	D
Common Stock	08/28/2008	S	100	D	\$ 278.54	15,095	D
Common Stock	08/28/2008	S	2,598	D	\$ 278.75	12,497	D

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 54.5	08/28/2008		M	10,000	<u>(1)</u> 03/21/2014	Common Stock 10,000
Non-qualified Stock Option (Right to Buy)	\$ 4.54	08/28/2008		M	2,750	<u>(2)</u> 12/14/2015	Common Stock 2,750

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sohn Bruce 350 WEST WASHINGTON STREET SUITE 600 TEMPE, AZ 85281-1244	President

Signatures

I. Paul Kacir,
Attorney-in-Fact

09/02/2008

__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) The options will vest with respect to 20% of the underlying shares on March 12, 2008, the first anniversary of Mr.Sohn's date of hire, and will vest ratably for the 48 month period thereafter, subject to Mr. Sohn's continued employment with us.
- (2) All of the underlying shares in respect of the option are fully vested.
- (3) Balance of 225,750 previously reported as an aggregate of all derivative securities; changed to 140,000 representing the total for this class of derivative security.

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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