

FIDELITY NATIONAL FINANCIAL INC /DE/  
 Form 4  
 March 08, 2006

**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 \*  
**FOLEY WILLIAM P II**

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)  
**601 RIVERSIDE AVENUE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/06/2006**

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

**JACKSONVILLE, FL 32240**

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

(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	(A) or (D)	Price
Common Stock	03/06/2006		M		50,000	A	\$ 3.907
Common Stock	03/06/2006		S		800	D	\$ 36.86
Common Stock	03/06/2006		S		3,700	D	\$ 36.85
Common Stock	03/06/2006		S		3,300	D	\$ 36.84
Common Stock	03/06/2006		S		1,100	D	\$ 36.83

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Common Stock	03/06/2006	S	6,000	D	\$ 36.82	2,711,456	D	
Common Stock	03/06/2006	S	1,300	D	\$ 36.81	2,710,156	D	
Common Stock	03/06/2006	S	33,800	D	\$ 36.8	2,676,356	D	
Common Stock						2,449,535	I	Folco Development Corporation
Common Stock						579,119	I	Foley Family Charitable Foundation
Common Stock						7,291	I	ESPP/401(k) accounts

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option (right to purchase)	\$ 3.907	03/06/2006		M	50,000	04/11/1999	04/11/2006	Common Stock	50,000
Stock Options (right to purchase)	(1)					(2)	(3)	Common Stock	5,847,800

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director   10% Owner   Officer   Other

FOLEY WILLIAM P II  
601 RIVERSIDE AVENUE            X                            CEO  
JACKSONVILLE, FL 32240

## Signatures

William P.  
Foley II                                03/06/2006

\_\_Signature of                                Date  
Reporting Person

## 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) Represents various options granted at various prices.
- (2) Exercise dates vary for each of the various grants.
- (3) Expiration dates vary for each of the various grants.
- (4) Reflects Reporting Person's total Derivative Securities ownership in Fidelity National Financial, Inc. as of March 6, 2006.

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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