

Sohn Bruce
 Form 4
 May 02, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Sohn Bruce

(Last) (First) (Middle)

C/O FIRST SOLAR, INC., 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)
 04/30/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President, Operations

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)
Common Stock	04/30/2011		M	(A) 1,896 (1)	\$ 0 29,825	D	
Common Stock	04/30/2011		F	743 (2) D	\$ 139.57 29,082	D	
Common Stock	04/30/2011		M	3,072 (3) A	\$ 0 32,154	D	
Common Stock	04/30/2011		F	1,202 (2) D	\$ 139.57 30,952	D	
Common Stock	04/30/2011		M	2,409 (4) A	\$ 0 33,361	D	

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Common Stock	04/30/2011	F	944 ⁽²⁾	D	\$ 139.57	32,417	D
Common Stock	04/30/2011	M	3,165 ⁽⁵⁾	A	\$ 0	35,582	D
Common Stock	04/30/2011	F	1,239 ⁽²⁾	D	\$ 139.57	34,343	D
Common Stock	04/30/2011	M	4,000 ⁽⁶⁾	A	\$ 0	38,343	D
Common Stock	04/30/2011	F	1,566 ⁽²⁾	D	\$ 139.57	36,777	D
Common Stock	04/30/2011	M	8,000 ⁽⁷⁾	A	\$ 0	44,777	D
Common Stock	04/30/2011	F	3,132 ⁽²⁾	D	\$ 139.57	41,645	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 Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(8)</u>	04/30/2011		M	1,896	<u>(10)</u>	<u>(10)</u>	Common Stock	1,896
Restricted Stock Units	<u>(9)</u>	04/30/2011		M	3,072	<u>(11)</u>	<u>(11)</u>	Common Stock	3,072
Restricted Stock Units	<u>(9)</u>	04/30/2011		M	2,409	<u>(12)</u>	<u>(12)</u>	Common Stock	2,409

Restricted Stock Units	(9)	04/30/2011	M	3,165	(13)	(13)	Common Stock	3,165	\$
Restricted Stock Units	(9)	04/30/2011	M	4,000	(14)	(14)	Common Stock	4,000	\$
Restricted Stock Units	(9)	04/30/2011	M	8,000	(15)	(15)	Common Stock	8,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sohn Bruce C/O FIRST SOLAR, INC. 350 WEST WASHINGTON STREET, SUITE 600 TEMPE, AZ 85281-1244			President, Operations	

Signatures

/s/ Peter C. Bartolino,
Attorney-in-fact

05/02/2011

__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) Represents shares of common stock issued upon accelerated vesting of certain restricted stock units granted on March 22, 2011 pursuant to the terms of the Reporting Person's Amended and Restated Employment Agreement.
- (2) Represents shares of common stock withheld by the Issuer to satisfy certain tax withholding obligations associated with the vesting of the restricted stock units.
- (3) Represents shares of common stock issued upon accelerated vesting of certain restricted stock units granted on March 24, 2010 pursuant to the terms of the Reporting Person's Amended and Restated Employment Agreement.
- (4) Represents shares of common stock issued upon accelerated vesting of certain restricted stock units granted on April 27, 2009 pursuant to the terms of the Reporting Person's Amended and Restated Employment Agreement.
- (5) Represents shares of common stock issued upon accelerated vesting of certain restricted stock units granted on April 28, 2008 pursuant to the terms of the Reporting Person's Amended and Restated Employment Agreement.
- (6) Represents shares of common stock issued upon accelerated vesting of certain restricted stock units granted on August 16, 2007 pursuant to the terms of the Reporting Person's Amended and Restated Employment Agreement.
- (7) Represents shares of common stock issued upon accelerated vesting of certain restricted stock units granted on July 30, 2007 pursuant to the terms of the Reporting Person's Amended and Restated Employment Agreement.
- (8) Each restricted stock unit represents the right to receive, upon vesting, one share of the Issuer's common stock in accordance with the Issuer's 2010 Omnibus Incentive Compensation Plan.
- (9) Each restricted stock unit represents the right to receive, upon vesting, one share of the Issuer's common stock in accordance with the Issuer's Amended and Restated 2006 Omnibus Incentive Compensation Plan.
- (10)

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The restricted stock units were granted on March 22, 2011 as part of the Issuer's annual equity grant to executive officers. The units were scheduled to vest annually at a rate of 25% on each of the first four anniversaries of the grant date. Twelve months of vesting occurred on April 30, 2011, the effective date of the Reporting Person's termination of employment with the Issuer, pursuant to the terms of the Reporting Person's Amended and Restated Employment Agreement.

- (11) The restricted stock units were granted on March 24, 2010 as part of the Issuer's annual equity grant to executive officers. The units were scheduled to vest annually at a rate of 20% on each of the first three anniversaries of the grant date, and 40% on the fourth anniversary of the grant date. Twelve months of vesting occurred on April 30, 2011, the effective date of the Reporting Person's termination of employment with the Issuer, pursuant to the terms of the Reporting Person's Amended and Restated Employment Agreement.

- (12) The restricted stock units were granted on April 27, 2009 as part of the Issuer's annual equity grant to executive officers. The units were scheduled to vest annually at a rate of 20% on each of the first three anniversaries of the grant date, and 40% on the fourth anniversary of the grant date. Twelve months of vesting occurred on April 30, 2011, the effective date of the Reporting Person's termination of employment with the Issuer, pursuant to the terms of the Reporting Person's Amended and Restated Employment Agreement.

- (13) The restricted stock units were granted on April 28, 2008 as part of the Issuer's annual equity grant to executive officers. The units were scheduled to vest annually at a rate of 20% on each of the first three anniversaries of the grant date, and 40% on the fourth anniversary of the grant date. Twelve months of vesting occurred on April 30, 2011, the effective date of the Reporting Person's termination of employment with the Issuer, pursuant to the terms of the Reporting Person's Amended and Restated Employment Agreement.

- (14) The restricted stock units were granted on August 16, 2007 as part of the Issuer's annual equity grant to executive officers. The units were scheduled to vest annually at a rate of 20% on each of the first three anniversaries of the grant date, and 40% on the fourth anniversary of the grant date. Twelve months of vesting occurred on April 30, 2011, the effective date of the Reporting Person's termination of employment with the Issuer, pursuant to the terms of the Reporting Person's Amended and Restated Employment Agreement.

- (15) The restricted stock units were granted on July 30, 2007 as part of the Issuer's annual equity grant to executive officers. The units were scheduled to vest annually at a rate of 20% on each of the first three anniversaries of the grant date, and 40% on the fourth anniversary of the grant date. Twelve months of vesting occurred on April 30, 2011, the effective date of the Reporting Person's termination of employment with the Issuer, pursuant to the terms of the Reporting Person's Amended and Restated Employment Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.