

FIDELITY NATIONAL FINANCIAL INC /DE/  
 Form 4  
 December 17, 2004

**FORM 4**

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

OMB APPROVAL

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

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 \*  
**WILLEY FRANK P**

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)  
**12/16/2004**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Exec. Vice President**

**JACKSONVILLE, FL 32204**  
 (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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|                                 |                           |                                      |                                   |                     |                                    |  |   |

Edgar Filing: FIDELITY NATIONAL FINANCIAL INC /DE/ - Form 4

| (Instr. 3)                                | Price of<br>Derivative<br>Security | (Month/Day/Year)          | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A)    | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
|---|------------------------------------|---------------------------|------------|--|------|---|--------|-----|---------------------|--------------------|-----------------|-------------------------------------|
| Stock<br>Option<br>(right to<br>purchase) | \$ 36.6                            | 12/16/2004 <sup>(1)</sup> |            |  | A    |   | 16,250 |     | <sup>(2)</sup>      | 10/15/2012         | Common<br>Stock | 16,250                              |
| Stock<br>Option<br>(right to<br>purchase) | <sup>(3)</sup>                     |                           |            |  |      |   |        |     | <sup>(4)</sup>      | <sup>(5)</sup>     | Common<br>Stock | 54,579                              |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| WILLEY FRANK P<br>601 RIVERSIDE AVENUE<br>JACKSONVILLE, FL 32204 | X             |           | Exec. Vice President |       |

## Signatures

Frank Willey 12/17/2004

    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 effective date of the grant is October 15, 2004, but the grant was contingent upon shareholder approval of the 2004 Omnibus Incentive Plan, which approval was obtained December 16, 2004.
- (2) Options vest in three equal annual installments beginning October 15, 2005.
- (3) Comprises options granted at various prices.
- (4) Exercise dates vary for each of the various grants.
- (5) Expiration dates vary for each of the various grants.
- (6) Reflects Reporting Person's total Derivative Securities ownership in Fidelity National Financial, Inc. as of December 16, 2004.

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.