

FIDELITY NATIONAL FINANCIAL INC /DE/
 Form 4
 February 01, 2005

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 *
HEASLEY PHILIP G

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)
18085 BREEZY POINT ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2005

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

WOODLAND, MN 55391
 (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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 01/31/2005 | | M | 5,545 A \$ 14.0364 | 21,530 | D | |
| Common Stock | 01/31/2005 | | M | 5,042 A \$ 16.3636 | 26,572 | D | |
| Common Stock | 01/31/2005 | | M | 4,584 A \$ 24.1455 | 31,156 | D | |

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

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number.

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to purchase) | \$ 14.0364 | 01/31/2005 | | M | 5,545 | 04/16/2004 04/16/2011 | Common Stock | 16,637 | |
| Stock Option (right to purchase) | \$ 16.3636 | 01/31/2005 | | M | 5,042 | 02/21/2004 02/21/2012 | Common Stock | 15,125 | |
| Stock Option (right to purchase) | \$ 24.1455 | 01/31/2005 | | M | 4,584 | <u>(1)</u> 12/23/2012 | Common Stock | 6,875 | |
| Stock Option (right to purchase) | <u>(2)</u> | | | | | <u>(3)</u> <u>(4)</u> | Common Stock | 18,541 <u>(5)</u> | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HEASLEY PHILIP G 18085 BREEZY POINT ROAD WOODLAND, MN 55391 | X | | | |

Signatures

Philip G.
Heasley

02/01/2005

**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) Options vest in three equal annual installments beginning December 23, 2003.

(2) Comprises options granted at various prices.

(3) Exercise dates vary for each of the various grants.

(4) Expiration dates vary for each of the various grants.

(5) Reflects Reporting Person's total Derivative Securities ownership in Fidelity National Financial, Inc. as of January 31, 2005.

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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