

Fidelity & Guaranty Life
Form 4
December 03, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
LITTLEFIELD CHRISTOPHER J

(Last) (First) (Middle)

TWO RUAN CENTER, 601
LOCUST STREET, 14TH FLOOR

(Street)

DES MOINES, IA 50309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Fidelity & Guaranty Life [FGL]

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2015

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 & CEO

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)
				(A) or (D)	Price		
Common Stock	12/01/2015		F(1)	1,140	\$ 25.68	D	
Common Stock	12/01/2015		A	8,802 (3)	\$ 0	D	

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

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SEC 1474 (9-02)

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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 or Number of Shares
Stock Option (right to buy) ⁽⁴⁾	\$ 25.75	12/01/2015		A	118,809	<u>(5)</u>		12/01/2022		Common Stock	118,809
Stock Option (right to buy)	\$ 20.88					<u>(6)</u>		05/11/2022		Common Stock	24,084
Stock Option (right to buy)	\$ 24.87					<u>(7)</u>		12/01/2021		Common Stock	8,823

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITTLEFIELD CHRISTOPHER J TWO RUAN CENTER 601 LOCUST STREET, 14TH FLOOR DES MOINES, IA 50309	X		President & CEO	

Signatures

/s/ Isabelle Aragon,
Attorney-in-fact

12/03/2015

**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 the withholding by the Issuer of restricted stock to satisfy the reporting person's tax withholding obligations upon the vesting of restricted stock, which has been approved pursuant to the requirements of Rule 16b-3.
 - (2) Includes restricted stock.
 - (3) Represents a grant of restricted stock under the Issuer's 2013 Stock Incentive Plan, which vests in three equal annual installments on December 1, 2016, 2017 and 2018, subject to continued employment through such date.

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- (4) Stock option granted pursuant to the Issuer's 2013 Stock Incentive Plan, which meets the requirements of Rule 16b-3.
- (5) The option vests in three equal annual installments on December 1, 2016, 2017 and 2018, subject to continued employment through such date.
- (6) This stock option vests in three equal annual installments on February 1, 2016, 2017 and 2018, subject to the continuous existence of a Service Relationship through such date.
- (7) This stock option vests in three equal annual installments on December 1, 2015, 2016 and 2017, subject to continued employment through such date.

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.