

FIRST SOLAR, INC.
Form 4
May 05, 2010

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 *
JTW Trust No. 1 UAD 9/19/02

2. Issuer Name and Ticker or Trading Symbol
FIRST SOLAR, INC. [FSLR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 1860

3. Date of Earliest Transaction (Month/Day/Year)
05/03/2010

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

Member of 13G group

(Street)

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

BENTONVILLE, AR 72712

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/03/2010		S ⁽¹⁾		6,800	D	\$ 144.97 (2) (6)
Common Stock	05/03/2010		S ⁽¹⁾		45,800	D	\$ 145.67 (3) (6)
Common Stock	05/03/2010		S ⁽¹⁾		29,205	D	\$ 146.73 (4) (6)
Common Stock	05/03/2010		S ⁽¹⁾		18,195	D	\$ 147.52

(5) (6)

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)

Table with 10 columns: 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 of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5). Includes sub-headers for Date Exercisable and Expiration Date, and Amount or Number of Shares.

Reporting Owners

Table with two columns: Reporting Owner Name / Address and Relationships. Entry: JTW Trust No. 1 UAD 9/19/02, P.O. BOX 1860, BENTONVILLE, AR 72712. Relationship: Member of 13G group.

Signatures

/s/ Peter C. Bartolino, Attorney-in-fact, 05/05/2010

**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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
(2) This transaction was executed in multiple trades at prices ranging from \$144.20 to \$145.19. The price reported above reflects the weighted average sale price for the transactions reported on this line.
(3) This transaction was executed in multiple trades at prices ranging from \$145.20 to \$146.19. The price reported above reflects the weighted average sale price for the transactions reported on this line.

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- (4) This transaction was executed in multiple trades at prices ranging from \$146.20 to \$147.18. The price reported above reflects the weighted average sale price for the transactions reported on this line.
- (5) This transaction was executed in multiple trades at prices ranging from \$147.20 to \$148.08. The price reported above reflects the weighted average sale price for the transactions reported on this line.

- A total of 100,000 shares were sold on this date in multiple transactions at prices ranging from \$144.20 to \$148.08, with a total weighted
- (6) average sale price of \$146.27. The reporting person undertakes to provide upon request by the staff of the SEC, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

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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