Fidelity National Financial, Inc.
Form 4
September 10, 2014

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

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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 *
Ammerman Douglas K

(Last) (First) (Middle)

601 RIVERSIDE AVENUE

(Street)

JACKSONVILLE, FL 32204

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Fidelity National Financial, Inc. [FNF]

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2014

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/30/2014		J(1)	V	14,508	D	$ 0	41,229	D	
FNF Group Common Stock	06/30/2014		J(1)	V	17,270	A	$ 0	17,270	D	
Common Stock	06/30/2014		J(2)	V	41,229	D	$ 0	0	D	
FNF Group Common Stock	06/30/2014		J(2)	V	41,229	A	$ 0	58,499	D	
	06/30/2014		J(2)	V	13,741	A	$ 0	13,741	D	

FNFV Group Common Stock

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

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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 (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 a Underly (Instr. 3
								Date Exercisable	Expiration Date	Title
				Code	V	(A)	(D)			
Common Stock (right to purchase)	$ 7.09	06/30/2014		J[3]	V		42,667	[4]	10/27/2016	Comm Stoc
Common Stock (right to purchase)	$ 13.65	06/30/2014		J[3]	V		21,333	[5]	11/08/2015	Comm Stoc
Common Stock (right to purchase)	$ 14.06	06/30/2014		J[3]	V		10,000	[6]	11/23/2016	Comm Stoc
Common Stock (right to purchase)	$ 22.59	06/30/2014		J[3]	V		5,115	[7]	11/08/2019	Comm Stoc
Common Stock (right to purchase)	$ 27.9	06/30/2014		J[3]	V		29,749	[8]	11/21/2020	Comm Stoc
FNF Group Stock Option (right To Purchase)	$ 11.85	06/30/2014		J[3]	V	24,563		[5]	11/08/2015	FNF Grou Comm Stoc

FNF Group Stock Option (right To Purchase)	$ 6.16	06/30/2014		J[3]	V	49,127		[4]	10/27/2016	FNF Grou Comm Stoc
FNF Group Stock Option (right To Purchase)	$ 12.22	06/30/2014		J[3]	V	11,514		[6]	11/23/2016	FNF Grou Comm Stoc
FNF Group Stock Option (right To Purchase)	$ 19.62	06/30/2014		J[3]	V	5,889		[7]	11/08/2019	FNF Grou Comm Stoc
FNF Group Stock Option (right To Purchase)	$ 24.24	06/30/2014		J[3]	V	34,253		[8]	11/21/2020	FNF Grou Comm Stoc
Phantom Stock [9]	[10]	06/30/2014		J[2]	V		7,296.9703	[11]	[11]	Comm Stoc
FNF Group Phantom Stock [9]	[10]	06/30/2014		J[2]	V	7,296.9703		[11]	[11]	FNF Grou Comm Stoc
FNFV Group Phantom Stock [9]	[10]	06/30/2014		J[2]	V	2,432.08		[11]	[11]	FNFV Grou Comm Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ammerman Douglas K 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204	X			

Signatures

/s/ Michael L. Gravelle, as attorney-in-fact	09/10/2014
**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)	Pursuant to a reclassification exempt under Rule 16b-7, restricted shares of Old FNF common stock outstanding on June 30, 2014 were reclassified into an equal number of restricted shares of FNF Group common stock, plus an additional number of restricted shares of FNF Group common stock with an initial value equal to the value of the FNFV Group common stock the holder would have otherwise received. The number of additional shares of FNF Group common stock was determined using the volume weighted average prices of FNF Group common stock and FNFV Group common stock over the three trading days immediately following the reclassification. Restricted stock awards were rounded down to the nearest share and cash was issued in lieu of fractional restricted shares.
(2)	Pursuant to a reclassification exempt under Rule 16b-7, shares of FNF common stock outstanding on June 30, 2014 (the "Old FNF common stock") were reclassified into one share of FNF Group common stock and 0.3333 shares of FNFV Group common stock. Cash was issued in lieu of fractional shares of FNF Group or FNFV Group common stock.
(3)	Pursuant to a reclassification exempt under Rule 16b-7, stock options to purchase shares of Old FNF common stock outstanding on June 30, 2014 were reclassified into stock options to purchase shares of FNF Group common stock. The number of shares and exercise prices of the stock option awards were adjusted to preserve their pre-reclassification intrinsic value using (i) the volume weighted average price of Old FNF common stock over the three trading days immediately preceding the reclassification, and (ii) the volume weighted average price of FNF Group common stock over the three days immediately following the reclassification. Stock options were rounded down to the nearest share and up to the nearest penny, and cash was issued in lieu of options to purchase fractional shares.
(4)	The option vests in three equal annual installments beginning October 27, 2009.
(5)	The option vests in four equal annual installments beginning November 8, 2008.
(6)	The option vests in three equal annual installments beginning on November 23, 2010.
(7)	The option vests in three equal annual installments beginning November 8, 2013.
(8)	The options vest in three equal annual installments beginning November 21, 2014.
(9)	Phantom stock acquired by the reporting person pursuant to the Deferred Compensation Plan.
(10)	Each share of phantom stock is the economic equivalent of one share of FNF common stock.
(11)	Shares of phantom stock are payable in cash following the reporting person's termination of service as a director.

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