Fidelity National Title Group, Inc. Form 4 October 26, 2006

Class A

| | | | | | | | OMB APPROVAL | | | | |
|---|---|--|--|--|---|------------------|---|---|--|---|--|
| | | | | | | | OMB Number: | 3235-0287 | | | |
| Check the check | nger | | OF CHANGES IN BENEFICIAL OWNER SECURITIES | | | | | | Expires: | January 31, | |
| subject Section Form 4 | to STATEN 16. | MENT OI | | | | | NERS | SHIP OF | Estimated av burden hour response | | |
| Form 5 obligations may continue.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 19401(b). | | | | | | | | | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> FIDELITY NATIONAL FINANCIAL INC /DE/ | | | | | | 5. Rel Issuer | | | | | |
| | | | [FNT] | | | | | (Check all applicable) | | | |
| (Last) | (Month/Dav/Year) | | | | Director Officer (give t | | | | | | |
| 601 RIVERSIDE AVENUE | | | 10/24/2006 | | | | 0010 W) | / | UCIOW) | | |
| (Street) | | | Filed(Month/Day/Year) A | | | Applic | 5. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person | | | | |
| | | | | | ore than One Reporting | | | | | | |
| (City) | (State) | (Zip) | Tal | ble I - Non | -Derivative Se | ecurities Acq | quired, | Disposed of, | or Beneficiall | y Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deeme Execution I any (Month/Da | Date, if | 3. Transactic Code (Instr. 8) | 4. Securities orDisposed of ((Instr. 3, 4 an | (D) | Se Be O' Fo Re | Amount of ecurities eneficially wned bllowing eported ransaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |

or

Amount

(D) Price

(Instr. 3 and 4)

D

D

D

| Common Stock | 10/24/2006 | А | 45,265,956 | А | <u>(1)</u> | 45,265,956 |
|----------------------------|------------|--------------|-------------|---|------------|-------------|
| Class A Common Stock | 10/24/2006 | С | 143,176,041 | А | \$0 | 188,441,997 |
| Class A Common Stock | 10/24/2006 | J <u>(2)</u> | 188,441,997 | D | <u>(3)</u> | 0 |

Code V

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.

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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) | TransactionDerivative Securities Expiration | | 6. Date Exer s Expiration I (Month/Day | Date | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|------------|--|--------------------|---|----------------------------|
| | Security | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Class B Common Stock | <u>(4)</u> | 10/24/2006 | | С | 143,176,04 | 1 (4) | (4) | Class A Common Stock | 143,17 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|------|--|--|--|
| | Director | 10% Owner | Officer | Othe | | | |
| FIDELITY NATIONAL FINANCIAL INC /DE/ 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204 | Х | Х | | | | | |
| Signatures | | | | | | | |
| Todd C. Johnson, Corporate 10/26. Secretary | /2006 | | | | | | |

<u>**</u>Signature of Reporting Person

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).

Date

- (1) Shares received from the issuer in connection with the transfer of certain assets, investments, cash and cash equivalents to the issuer having an agreed value of \$1.075 billion.
- (2) The Reporting Person distributed the shares for no consideration to its shareholders on a pro rata basis.
- (3) Not applicable.
- (4) The Class B Common Stock was convertible into Class A Common Stock at any time on a one-for-one basis and had no expiration date.

Remarks:

The Reporting Person was a director by deputization through the service of certain persons as the Reporting Person's designeer

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.

Reporting Owners