Fidelity National Title Group, Inc. Form 4

Common

Common

Stock

10/24/2006

October 27, 2	2006								
FORM	Δ							-	PPROVAL
Washington, D.C. 20549							OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Investment Company Act of 1940						e Act of 1934, f 1935 or Sectio	January 31, 2005 Estimated average burden hours per response 0.5		
See Instru 1(b).	ction	50(II)	of the m	vestment	Company	ACI 01 19-	+0		
(Print or Type R									
1. Name and Address of Reporting Person <u>*</u> THOMPSON CARY H			2. Issuer Name and Ticker or Trading Symbol Fidelity National Title Group, Inc. [FNT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 601 RIVERSIDE AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 10/24/2006			XDirector10% Owner Officer (give titleOther (specify below)below)			
	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 					
JACKSONV	VILLE, FL 32204	1					Form filed by M Person	Iore than One Re	eporting
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Se	ecurities Acq	uired, Disposed o	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	on(A) or Dis (D) (Instr. 3, 4	posed of	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)

stock	10/24/2006	А	(4) (4)	А	\$0	16,362	

Code V

А

Amount

12,000

2,057

(1)

(D)

A

Price

(2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

4,362 (3)

D

D

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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 purchase)	\$ 17.67	10/24/2006		A	21,981	(5)	08/19/2013	Common Stock	21,981
Stock Option (right to purchase)	\$ 5.6	10/24/2006		А	7,368	02/21/2005	02/21/2012	Common Stock	7,368
Stock Optoin (right to purchase)	\$ 4.8	10/24/2006		A	8,104	04/16/2004	04/16/2011	Common stock	8,104
Stock Option (right to purchase)	\$ 8.26	10/24/2006		А	10,050	12/23/2005	12/23/2012	Common Stock	10,050
Stock Option (right to purchase)	\$ 12.52	10/24/2006		А	23,753	(10)	10/15/2012	Common Stock	23,753
Stock Option (right to purchase)	\$ 3.18	10/24/2006		А	6,672	11/21/2004	11/21/2011	Common Stock	6,672
Stock Option (right to purchase)	\$ 6.56	10/24/2006		A	20,017	12/23/2005	12/23/2012	Common stock	20,017
Stock Option (right to purchase)	\$ 6.3	10/24/2006		A	8,898	09/24/2005	09/24/2012	Common stock	8,898

Reporting Owners

Reporting Person

 Relationships

 Reporting Owner Name / Address
 Relationships

 Director
 10% Owner
 Officer
 Other

 THOMPSON CARY H
 601 RIVERSIDE AVENUE
 X
 Value
 Value<

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) Restricted stock vesting in two equal annual installments on November 18 of 2007 and 2008.

Received in exchange for 2,200 shares of Fidelity National Financial ("FNF") restricted common stock pursuant to the Securities Exchange and Distribution Agreement ("SEDA") between FNF and Fidelity National Title Group, Inc. ("FNT") in connection with the spin off of ENT. On the effective date of the spin off, the closing price of ENE" common stock was \$20,70 per chara, and the closing

- (2) Exchange and Distribution Agreement (SEDA) between FNF and Fidency National Fide Gloup, inc. (FNF) in connection with the spin-off of FNT. On the effective date of the spin-off, the closing price of FNF's common stock was \$20.70 per share, and the closing price of FNT's common stock was \$22.23 per share.
- (3) Includes 2,305 shares of Fidelity National Title Group, Inc. ("FNT") restricted stock received as a dividend on the effective date of the FNT spin-off.
- (4) Grant of restricted common stock vesting in three equal annual installments on October 25 of each of the next three years.
- (5) The option vests in three equal annual installments beginning August 19, 2006.
- (6) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 11083 shares of FNF common stock at \$35.0376 per share (prior to any anti-dilutive adjustment to the option to account for the spin-off of FNT).
- Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 3715 shares of FNF common stock for \$11.1019 per share (prior to any anti-dilutive adjustment to the option to account for the spin-off of FNT).
- (8) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 4086 shares of FNF common stock for \$9.523 per share (prior to any anti-dilutive adjustment to the option to account for the spin-off of FNT).
- (9) received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 5067 shares of FNF common stock for \$16.3814 per share (prior to any anti-dilutive adjustment to the option to account for the spin-off of FNT).
- (10) The option vests in three equal annual installments beginning October 15, 2005.
- (11) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to purchase 11976 shares of FNF common stock for \$24.8312 per share (prior to any anti-dilutive adjustment to the option to account for the spin-off of FNT).
- (12) Received pursuant to the SEDA in connectin with the spin-off of FNT in exchange for a stock option to acquire 3364 shares of FNF common stock for \$6.3089 per share (prior to any anti-dilutive adjustment to the option to account for the spin-off of FNT).
- (13) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 10093 shares of FNF common stock for \$13.0116 per share (prior to any anti-dilutive adjustment to the option to account for the spin off of FNT).
- (14) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 4486 shares of FNF common stock for \$12.4915 per share (prior to any anti-dilutive adjustment to the option to account for the spin-off of FNT).

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.