Fidelity National Title Group, Inc. Form 4

October 27, 2006

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 obligations

may continue. See Instruction 1(b).

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 \*

ABBINANTE CHRISTOPHER Issuer Symbol Fidelity National Title Group, Inc. (Check all applicable) [FNT] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) below) **601 RIVERSIDE AVENUE** 10/24/2006 President, Eastern Operations

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

> Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

JACKSONVILLE, FL 32204

(State)

(Zip)

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

8,230 Common 10/24/2006 A A <u>(2)</u> 55,270 (3) D (1) Stock

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to purchase)	\$ 4.01	10/24/2006		A	66,993	12/23/2005	12/23/2012	Common Stock	66,99
Stock Option (right to purchase)	\$ 12.77	10/24/2006		A	233,875	<u>(5)</u>	09/10/2012	Common stock	233,8
Stock Option (right to purchase)	\$ 4.01	10/24/2006		A	12,769	04/25/2004	04/25/2011	Common Stock	12,76

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

ABBINANTE CHRISTOPHER 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204

President, Eastern Operations

### **Signatures**

Christopher

Abbinante 10/24/2006

\*\*Signature of Date

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).
- (1) Restricted stock vesting in two equal annual installments on November 18 of 2006 and 2007.
- Received in exchange for 8,800 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 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 9,220 shares of Fidelity National Title Group, Inc. ("FNT") restricted stock received as a dividend on the effective date of the FNT spin-off.

**(4)** 

Reporting Owners 2

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Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 33,777 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).

- (5) Option vest in three equal annual installments beginning September 10, 2005.
- (6) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 117,916 shares of FNF common stock for \$25.3197 per share (prior to any anti-dilutive adjustment to the option to account for the spin-off of FNT).
- (7) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 6,438 shares of FNF common stock for \$7.9589 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.