

LANDAMERICA FINANCIAL GROUP INC

Form 4

January 20, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHANDLER THEODORE L

(Last) (First) (Middle)

**LANDAMERICA FINANCIAL
GROUP, INC., 5600 COX ROAD**

(Street)

GLEN ALLEN, VA 23060

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**LANDAMERICA FINANCIAL
GROUP INC [LFG]**

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chairman & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/22/2008		<u>M</u> ⁽¹⁾		2,100	A	\$ 0	139,980	D	
Common Stock	12/22/2008		<u>M</u> ⁽¹⁾		4,200	A	\$ 0	144,180	D	
Common Stock	12/22/2008		<u>M</u> ⁽¹⁾		5,984	A	\$ 0	150,164	D	
Common Stock	12/22/2008		<u>M</u> ⁽¹⁾		9,450	A	\$ 0	159,614	D	
Common Stock	12/22/2008		<u>M</u> ⁽¹⁾		12,600	A	\$ 0	172,214	D	

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Common Stock	12/22/2008	D ⁽¹⁾	34,334	D	\$ 0.07	137,880	D	
Common Stock						333.0068	I	By 401(k) plan

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

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(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 and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0	12/22/2008		M ⁽¹⁾			2,100	12/22/2008	01/01/2009	Common Stock	2,100
Phantom Stock	\$ 0	12/22/2008		M ⁽¹⁾			4,200	12/22/2008	02/28/2009	Common Stock	4,200
Phantom Stock	\$ 0	12/22/2008		M ⁽¹⁾			5,984	12/22/2008	02/28/2010	Common Stock	5,984
Phantom Stock	\$ 0	12/22/2008		M ⁽¹⁾			9,450	12/22/2008	02/28/2011	Common Stock	9,450
Phantom Stock	\$ 0	12/22/2008		M ⁽¹⁾			12,600	12/22/2008	02/28/2012	Common Stock	12,600

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CHANDLER THEODORE L LANDAMERICA FINANCIAL GROUP, INC. 5600 COX ROAD GLEN ALLEN, VA 23060	X Chairman & CEO

Signatures

By: Anna M. King For: Theodore L.
Chandler, Jr.

01/20/2009

__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) The phantom stock units disposed were cash units that fully vested upon closing the sale of Lawyers Title Insurance Corporation, Commonwealth Land Title Insurance Company, and United Capital Title Insurance Company to the Fidelity National Financial family of companies, which were inadvertently not reported following the event. The units were hypothetically converted to common stock and hypothetically sold at the closing price on the closing date, with the insider receiving cash for the value of the units.

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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