

SMITH ERNEST
Form 4
March 26, 2003

OMB APPROVAL

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

Check this box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

1. Name and Address of Reporting

Person* (*Last, First, Middle*) **2. Issuer Name and Ticker or**

Trading Symbol 3. I.R.S. Identification Number of Reporting

Person, if an entity (*Voluntary*) Smith, Ernest, D.

Fidelity National Financial, Inc. (FNF)

4050 Calle Real

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4. Statement for Month/Day/Year 5. If Amendment, Date of Original (Month/Day/Year) 03/24/2003

(Street) 6. Relationship of Reporting Person(s)

to Issuer (Check All Applicable) 7. Individual or Joint/Group Filing

(Check Applicable Line) Santa Barbara, CA 93110

(City) (State) (Zip) Director 10% Owner Form filed by One Reporting Person Officer (give title below)
Form filed by More than One Reporting Person Other (specify below) Exec. VP; COO

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the form is filed by more than one reporting person, see instruction 4(b)(v).

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

Transactions(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

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)

Code V (A) (D)

Stock Option (right to buy) \$21.12(1) 03/24/03 A 6,000

Stock Option (right to buy)

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

6. Date Exercisable and Expiration Date
(Month/Day/Year) **7. Title and Amount of Underlying Securities**
(Instr. 3 and 4) **8. Price of Derivative Security**
(Instr. 5) **9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)**
(Instr. 4) **10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)**
(Instr. 4) **11. Nature of Indirect Beneficial Ownership**
(Instr. 4)

Date	Exercisable	Expiration	Date	Title	Amount or Number of	Shares
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03/24/03	03/24/13	Common Stock			6,000	D
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					111,424(2)	D
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Explanation of Responses:

(1) Stock options granted pursuant to the 2001 Stock Option Plan are exempt under SEC Rule 16(b)3. Exercise price is decreased \$12.50 per option from the fair market value on the date of grant with reporting person's previously earned bonus monies as allowed for within the 2001 Stock Option Plan.

Reflects reporting person's total Derivative Securities of FNF as of March 24, 2003.

/s/ Ernest D. Smith 3/25/2003

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.