

Fidelity National Title Group, Inc.

Form 4

October 27, 2006

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 *
WILLEY FRANK P

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/24/2006

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

JACKSONVILLE, FL 32204

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (1) or (D) Price			
Common Stock	10/24/2006		A		8,230 (1)	A	(2) 281,513 (3)	D
Common Stock	10/24/2006		A		12,000 (4)	A	\$ 0 293,513	D

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
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SEC 1474
(9-02)

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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. 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
Stock Option (right to purchase)	\$ 16.65	10/24/2006		A	35,719	(5) 10/15/2012	Common Stock 35,719
Stock Option (right to purchase)	\$ 8.26	10/24/2006		A	40,196	12/23/2005 12/23/2012	Common Stock 40,196
Stock Option (right to purchase)	\$ 4.8	10/24/2006		A	48,637	04/16/2004 04/16/2011	Common Stock 48,637
Stock Option (right to purchase)	\$ 4.01	10/24/2006		A	23,220	05/25/2004 04/25/2011	Common Stock 23,220

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WILLEY FRANK P 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204	X

Signatures

Frank P. Willey 10/24/2006
 **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).

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- (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.
- (2) 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.
- (3) 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 October 15, 2005.
- (6) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 18009 shares of FNF common stock for \$33.0254 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 20,266 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).
- (8) Received pursuant to the SEDA in connection with the spin-off of FNT in exchange for a stock option to acquire 24,522 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 11,707 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.