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LANDAMERICA FINANCIAL GROUP INC

Form 4 March 02, 2005

FORM 4

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

OMB

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

2005 Estimated average burden hours per response... 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Common

Common

Stock

Stock

02/28/2005

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **EVANS GEORGE WILLIAM** Issuer Symbol LANDAMERICA FINANCIAL (Check all applicable) **GROUP INC [LFG]** (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) LANDAMERICA FINANCIAL 02/28/2005 Chief Financial Officer GROUP, INC., 101 GATEWAY CENTRE PARKWAY (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 RICHMOND, VA 23235 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4)

Code V

Α

Amount

6,960

(1)

(D)

Price

\$0

38,710

9,130,73

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

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D

By 401(k)

plan

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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. Transactic Code (Instr. 8) | 5. Number proof 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 (2) | \$0 | 02/28/2005 | | A | 5,040 | 08/08/1988 | 08/08/1988 | Common Stock | 5,040 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|-------------------------------|-------|--|--|
| Reporting Owner Palmer / Palmess | Director | 10% Owner | Officer | Other | | |
| EVANS GEORGE WILLIAM LANDAMERICA FINANCIAL GROUP, INC. 101 GATEWAY CENTRE PARKWAY RICHMOND, VA 23235 | | | Chief Financial Officer | | | |

Signatures

By: Holly H. Wenger For: G. William 03/02/2005 **Evans**

> **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).
- This number represents the total number of restricted shares awarded. The restricted shares awarded are vested in 25 percent increments **(1)** beginning on February 28, 2006 and each February 28th thereafter for the remaining three years.
- The phantom stock is representative of one share of the issuers stock on February 28, 2005. The phantom stock will vest in 25 percent (2) increments, and be payble in cash determined by the closing price of the issuer's stock on February 28, 2006, and each February 28th thereafter for the remaining three years.

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.

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