

FIDELITY NATIONAL FINANCIAL INC /DE/

Form 5

February 12, 2003

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| OMB APPROVAL |
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 5

ANNUAL 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 box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* Willey, Frank P. <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> (Last) (First) (Middle) | 2. Issuer Name and Ticker or Trading Symbol Fidelity National Financial, Inc. -- FNF <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> |
| 4050 Calle Real, Suite 200 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> (Street) | 4. Statement for Month/Year December 2002 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> | 5. If Amendment, Date of Original (Month/Year) <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> |
| Santa Barbara, CA 93110 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> (City) (State) (Zip) | 6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) | 7. Individual or Joint/Group Reporting (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> |

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Other (*specify below*)
Executive Vice President

Form filed by More
than One Reporting
Person

* 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 <i>(Instr. 3)</i> | 2. Transaction Date <i>(Month/Day/Year)</i> | 2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i> | 3. Transaction Code <i>(Instr. 8)</i> | 4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i> | 5. Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year <i>(Instr. 3 and 4)</i> | 6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i> | 7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i> |
|---|--|--|--|---|--|--|---|
|---|--|--|--|---|--|--|---|

| | | | | (A) or (D) | Price | | |
|--------------|-----|--|------|------------------|---------|-----|---|
| Common Stock | (1) | | J(1) | 14,433.7 | A | (1) | D |
| Common Stock | (2) | | J(2) | 6,451.94 | A | (2) | D |
| | | | | | 585,530 | | D |

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 <i>(Month/Day/Year)</i> | 7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i> | 8. Price of Derivative Security <i>(Instr. 5)</i> | 9. Number of Derivative Securities Beneficially Owned at End of Year <i>(Instr. 4)</i> | 10. Ownership of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i> | 11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i> |
|--|---|--|---|---|--|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
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Explanation of Responses:

- (1) These 14,433.7 shares were acquired by Reporting Person through December 31, 2002, pursuant to the FNF 401(k) Plan at various prices. The information reported herein is based on a year-end report.
- (2) These 6,451.94 shares were acquired by Reporting Person through December 31, 2002, pursuant to the FNF Employee Stock Purchase Plan at various prices. The information reported herein is based on a year-end report.

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/s/ Frank P. Willey

February 12, 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 provided is insufficient, *see* Instruction 6 for procedure.
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