

FOSTER CHARLES H JR
Form 4
October 03, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FOSTER CHARLES H JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2008

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

LANDAMERICA FINANCIAL GROUP, INC., 5600 COX ROAD

(Street)

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

GLEN ALLEN, VA 23060

(City) (State) (Zip)

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 (D) Price | | | |
| Common Stock | 10/01/2008 | | M ⁽¹⁾ | 97 A \$ 0 | 26,441 | D | |
| Common Stock | | | | | 3,557.5586 | I | By 401(k) plan |
| Common Stock ⁽²⁾ | | | | | 1,500 | I | by Trust |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| Deferred Stock Units | \$ 0 ⁽³⁾ | 10/01/2008 | | J ⁽³⁾ | 464.9266 | 08/08/1988 ⁽³⁾ 08/08/1988 ⁽³⁾ | Common Stock |
| Deferred Stock Units | \$ 0 ⁽⁴⁾ | 10/01/2008 | | M ⁽¹⁾ | 97 | 08/08/1988 ⁽⁴⁾ 08/08/1988 ⁽⁴⁾ | Common Stock |
| Deferred Stock Units | \$ 0 ⁽⁴⁾ | 10/01/2008 | | S ⁽¹⁾ | 0.2565 | 08/08/1988 ⁽⁴⁾ 08/08/1988 ⁽⁴⁾ | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FOSTER CHARLES H JR
LANDAMERICA FINANCIAL GROUP, INC.
5600 COX ROAD
GLEN ALLEN, VA 23060

X

Signatures

By: W. Chadwick Perrine For: Charles H. Foster, Jr.

10/03/2008

**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) These shares reflect a distribution according to the insider's election under the issuer's Executive Voluntary Deferral Plan. Fractional shares were paid out in cash.
- (2) Shares are held by trust of which Charles H. Foster, Jr. is trustee with investment power and of which members of his immediate family are beneficiaries.
- (3) The deferred stock units acquired on the first of the month are the total result of compensation payable for committee and/or Board meeting(s) attendance in the prior month in the form of stock, also as a result of an outside director's quarterly retainer fee payable on the first day of the quarter in the form of stock, all based on the closing price of the issuer's stock on the first day of the current month. The

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deferred stock units do not have any conversion or exercise price (Box 2), nor do they have an exercisable or expiration date (Box 6) for this transaction.

- (4) Deferred stock units acquired under the Company's ODDP or EVDP do not have a conversion or exercise price (Box 2), nor do they have an exercisable or expiration date (Box 6).

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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