

LANDAMERICA FINANCIAL GROUP INC

Form 4

January 20, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ASTHEIMER KENNETH

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)
LANDAMERICA FINANCIAL
GROUP, INC., 5600 COX ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2008

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
President - Agency Services

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock ⁽¹⁾	12/22/2008		M ⁽¹⁾		914	A	\$ 0	21,290	D
Common Stock ⁽¹⁾	12/22/2008		M ⁽¹⁾		608	A	\$ 0	21,898	D
Common Stock ⁽¹⁾	12/22/2008		M ⁽¹⁾		1,071	A	\$ 0	22,969	D
Common Stock ⁽¹⁾	12/22/2008		M ⁽¹⁾		2,100	A	\$ 0	25,069	D
Common Stock ⁽¹⁾	12/22/2008		D ⁽¹⁾		4,693	D	\$ 0.07	20,376	D

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Common Stock	3,537.8923	I	By 401(k) plan
Common Stock	450	I	by Spouse

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

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SEC 1474
(9-02)

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)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Phantom Stock	\$ 0	12/22/2008		M ⁽¹⁾	914	12/22/2008	02/28/2009	Common Stock		914
Phantom Stock	\$ 0	12/22/2008		M ⁽¹⁾	608	12/22/2008	02/28/2010	Common Stock		608
Phantom Stock	\$ 0	12/22/2008		M ⁽¹⁾	1,071	12/22/2008	02/28/2011	Common Stock		1,071
Phantom Stock	\$ 0	12/22/2008		M ⁽¹⁾	2,100	12/22/2008	02/28/2012	Common Stock		2,100

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ASTHEIMER KENNETH
LANDAMERICA FINANCIAL GROUP, INC.
5600 COX ROAD
GLEN ALLEN, VA 23060

President - Agency Services

Signatures

By: Anna M. King For: Kenneth
Astheimer

01/20/2009

__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) The phantom stock units disposed were cash units that fully vested upon closing the sale of Lawyers Title Insurance Corporation, Commonwealth Land Title Insurance Company, and United Capital Title Insurance Company to the Fidelity National Financial family of companies, which were inadvertently not reported following the event. The units were hypothetically converted to common stock and hypothetically sold at the closing price on the closing date, with the insider receiving cash for the value of the units.

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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