

O CHARLEYS INC
 Form 4
 April 05, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Fidelity National Financial, Inc.

2. Issuer Name and Ticker or Trading Symbol
 O CHARLEYS INC [CHUX]

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)
 04/03/2012

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

JACKSONVILLE, FL 32204

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(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, no par value | 04/03/2012 | | P | | 17,638,179 | A | \$ 9.85 | 19,717,721 | I | By Fred Merger Sub Inc. (1) (2) |
| Common Stock, no par value | 04/04/2012 | | P | | 83,894 | A | \$ 9.85 | 19,801,615 | I | By Fred Merger Sub Inc. (1) |
| Common Stock, no par value | 04/05/2012 | | P | | 345,508 | A | \$ 9.85 | 20,147,143 | I | By Fred Merger Sub Inc. (1) |

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

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Fidelity National Financial, Inc. 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204 | | X | | |
| Fidelity National Special Opportunities, Inc. C/O FIDELITY NATIONAL FINANCIAL, INC. 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204 | | X | | |
| Fred Merger Sub Inc. C/O FIDELITY NATIONAL FINANCIAL, INC. 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204 | | X | | |

Signatures

FIDELITY NATIONAL FINANCIAL, INC. By: /s/ Michael L. Gravelle, Executive Vice President, General Counsel and Corporate Secretary 04/05/2012

__Signature of Reporting Person Date

FIDELITY NATIONAL SPECIAL OPPORTUNITIES, INC. By: /s/ Michael L. Gravelle, Executive Vice President, General Counsel and Corporate Secretary 04/05/2012

__Signature of Reporting Person Date

FRED MERGER SUB INC. By: /s/ Goodloe M. Partee, Secretary

04/05/2012

__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).

These shares are held by Fred Merger Sub Inc. ("Merger Sub"). Merger Sub is a direct, wholly-owned subsidiary of Fidelity National

(1) Special Opportunities, Inc. ("FNSO"). FNSO is a direct, wholly-owned subsidiary of Fidelity National Financial, Inc. ("Parent"). The shares are indirectly beneficially owned by Parent and FNSO.

(2) On April 3, 2012, Parent contributed 2,079,542 shares to FNSO, and FNSO further contributed those shares to Merger Sub.

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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