

LANDAMERICA FINANCIAL GROUP INC
Form 4
March 02, 2006

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 *
HILL MELISSA A

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)
02/28/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

101 GATEWAY CENTRE PARKWAY, GATEWAY ONE

(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

RICHMOND, VA 23235

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/28/2006 | | A | 2,355 <u>(1)</u> | \$ 0 | 6,733 | D |
| Common Stock ⁽²⁾ | 02/28/2006 | | M | 326 | \$ 0 | 7,059 | D |
| Common Stock | 02/28/2006 | | D | 326 | \$ 66.7 | 6,733 | D |
| Common Stock | | | | | | 166.7785 | I By 401(k) plan |
| Common Stock | | | | | | 261.328 | I by ESPP |

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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 displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) | Amount of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|------------|--|------------------|---|------------------|-----------------|
| | | | | | V | (A) | (D) | Date Exercisable | | | Expiration Date |
| Deferred Stock Units | \$ 0 | 02/28/2006 | | J ⁽³⁾ | | 1,649.1754 | | 08/08/1988 | 08/08/1988 | Common Stock | 1,649.1754 |
| Deferred Stock Units | \$ 0 | 03/01/2006 | | J ⁽⁴⁾ | | 325.4438 | | 08/08/1988 | 08/08/1988 | Common Stock | 325.4438 |
| Phantom Stock ⁽²⁾ | \$ 0 | 02/28/2006 | | M | | | 326 | 08/08/1988 | 08/08/1988 | Common Stock | 326 |
| Phantom Stock ⁽⁵⁾ | \$ 0 | 02/28/2006 | | A | | 1,705 | | 02/28/2007 | 02/28/2010 | Common Stock | 1,705 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HILL MELISSA A
101 GATEWAY CENTRE PARKWAY
GATEWAY ONE
RICHMOND, VA 23235

Executive Vice President

Signatures

By: Wm. Chadwick Perrine For: Melissa A. Hill

03/02/2006

**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) This number represents the total number of restricted shares awarded. The restricted shares awarded are vested in 25 percent increments beginning on February 28, 2007 and each February 28th thereafter for the remaining three years.

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- The phantom stock units disposed were cash units that vested on the anniversary date of the grant. The units were hypothetically
- (2) converted to common stock and hypothetically sold at the closing price of the vest date, with the insider receiving cash for the value of the units.
 - (3) The deferred stock units were acquired under a company deferral plan as a result of an annual bonus awarded by the issuer.
 - (4) The deferred stock units were acquired under a company deferral plan as a result of the issuer's company match of annual bonus shares awarded.
- The phantom stock is representative of one share of the issuer's stock on February 28, 2006. The phantom stock will vest in 25 percent
- (5) increments, and be payable in cash determined by the closing price of the issuer's stock on February 28, 2007, and each February 28th thereafter for the remaining three years.

Remarks:

Exhibit List

Exhibit 24 (Power of Attorney) is included with this filing.

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.