

LANDAMERICA FINANCIAL GROUP INC
 Form 4
 January 20, 2009

FORM 4

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

OMB APPROVAL

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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 *
 Saylor Pamela K

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)
 12/22/2008

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 12/22/2008 | | M ⁽¹⁾ | A | \$ 0 | 8,308 | D |
| Common Stock | 12/22/2008 | | M ⁽¹⁾ | A | \$ 0 | 8,694 | D |
| Common Stock | 12/22/2008 | | M ⁽¹⁾ | A | \$ 0 | 9,324 | D |
| Common Stock | 12/22/2008 | | M ⁽¹⁾ | A | \$ 0 | 10,794 | D |
| Common Stock | 12/22/2008 | | M ⁽¹⁾ | A | \$ 0 | 11,437 | D |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|---------|----------|---|----------------|
| Common Stock | 12/22/2008 | D ⁽¹⁾ | 3,307 | D | \$ 0.07 | 8,130 | D | |
| Common Stock | | | | | | 81.7412 | I | By 401(k) plan |
| Common Stock | | | | | | 170.1537 | I | by ESPP |

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock | \$ 0 | 12/22/2008 | | M ⁽¹⁾ | 178 | 12/22/2008 02/28/2009 | Common Stock | 178 | |
| Phantom Stock | \$ 0 | 12/22/2008 | | M ⁽¹⁾ | 386 | 12/22/2008 02/28/2010 | Common Stock | 386 | |
| Phantom Stock | \$ 0 | 12/22/2008 | | M ⁽¹⁾ | 643 | 12/22/2008 03/15/2010 | Common Stock | 643 | |
| Phantom Stock | \$ 0 | 12/22/2008 | | M ⁽¹⁾ | 630 | 12/22/2008 02/28/2011 | Common Stock | 630 | |
| Phantom Stock | \$ 0 | 12/22/2008 | | M ⁽¹⁾ | 1,470 | 12/22/2008 02/28/2012 | Common Stock | 1,470 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Saylor Pamela K
LANDAMERICA FINANCIAL GROUP, INC.

President-Commercial Services

5600 COX ROAD
GLEN ALLEN, VA 23060

Signatures

By: Anna M. King For: Pamela K.
Saylor

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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