

Sohn Bruce
Form 4
May 02, 2011

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 *
Sohn Bruce

(Last) (First) (Middle)

C/O FIRST SOLAR, INC., 350
WEST WASHINGTON STREET,
SUITE 600

(Street)

TEMPE, AZ 85281-1244

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FIRST SOLAR, INC. [FSLR]

3. Date of Earliest Transaction
(Month/Day/Year)
04/30/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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	04/30/2011		M	1,896 (1) A \$ 0	29,825	D	
Common Stock	04/30/2011		F	743 (2) D \$ 139.57	29,082	D	
Common Stock	04/30/2011		M	3,072 (3) A \$ 0	32,154	D	
Common Stock	04/30/2011		F	1,202 (2) D \$ 139.57	30,952	D	
Common Stock	04/30/2011		M	2,409 (4) A \$ 0	33,361	D	

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Common Stock	04/30/2011	F	944 ⁽²⁾	D	\$ 139.57	32,417	D
Common Stock	04/30/2011	M	3,165 ⁽⁵⁾	A	\$ 0	35,582	D
Common Stock	04/30/2011	F	1,239 ⁽²⁾	D	\$ 139.57	34,343	D
Common Stock	04/30/2011	M	4,000 ⁽⁶⁾	A	\$ 0	38,343	D
Common Stock	04/30/2011	F	1,566 ⁽²⁾	D	\$ 139.57	36,777	D
Common Stock	04/30/2011	M	8,000 ⁽⁷⁾	A	\$ 0	44,777	D
Common Stock	04/30/2011	F	3,132 ⁽²⁾	D	\$ 139.57	41,645	D

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

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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 or Amount of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(8)</u>	04/30/2011		M	1,896	<u>(10)</u>	<u>(10)</u>	Common Stock	1,896
Restricted Stock Units	<u>(9)</u>	04/30/2011		M	3,072	<u>(11)</u>	<u>(11)</u>	Common Stock	3,072
Restricted Stock Units	<u>(9)</u>	04/30/2011		M	2,409	<u>(12)</u>	<u>(12)</u>	Common Stock	2,409

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The restricted stock units were granted on March 22, 2011 as part of the Issuer's annual equity grant to executive officers. The units were scheduled to vest annually at a rate of 25% on each of the first four anniversaries of the grant date. Twelve months of vesting occurred on April 30, 2011, the effective date of the Reporting Person's termination of employment with the Issuer, pursuant to the terms of the Reporting Person's Amended and Restated Employment Agreement.

- (11) The restricted stock units were granted on March 24, 2010 as part of the Issuer's annual equity grant to executive officers. The units were scheduled to vest annually at a rate of 20% on each of the first three anniversaries of the grant date, and 40% on the fourth anniversary of the grant date. Twelve months of vesting occurred on April 30, 2011, the effective date of the Reporting Person's termination of employment with the Issuer, pursuant to the terms of the Reporting Person's Amended and Restated Employment Agreement.

- (12) The restricted stock units were granted on April 27, 2009 as part of the Issuer's annual equity grant to executive officers. The units were scheduled to vest annually at a rate of 20% on each of the first three anniversaries of the grant date, and 40% on the fourth anniversary of the grant date. Twelve months of vesting occurred on April 30, 2011, the effective date of the Reporting Person's termination of employment with the Issuer, pursuant to the terms of the Reporting Person's Amended and Restated Employment Agreement.

- (13) The restricted stock units were granted on April 28, 2008 as part of the Issuer's annual equity grant to executive officers. The units were scheduled to vest annually at a rate of 20% on each of the first three anniversaries of the grant date, and 40% on the fourth anniversary of the grant date. Twelve months of vesting occurred on April 30, 2011, the effective date of the Reporting Person's termination of employment with the Issuer, pursuant to the terms of the Reporting Person's Amended and Restated Employment Agreement.

- (14) The restricted stock units were granted on August 16, 2007 as part of the Issuer's annual equity grant to executive officers. The units were scheduled to vest annually at a rate of 20% on each of the first three anniversaries of the grant date, and 40% on the fourth anniversary of the grant date. Twelve months of vesting occurred on April 30, 2011, the effective date of the Reporting Person's termination of employment with the Issuer, pursuant to the terms of the Reporting Person's Amended and Restated Employment Agreement.

- (15) The restricted stock units were granted on July 30, 2007 as part of the Issuer's annual equity grant to executive officers. The units were scheduled to vest annually at a rate of 20% on each of the first three anniversaries of the grant date, and 40% on the fourth anniversary of the grant date. Twelve months of vesting occurred on April 30, 2011, the effective date of the Reporting Person's termination of employment with the Issuer, pursuant to the terms of the Reporting Person's Amended and Restated Employment Agreement.

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.