

HILL MELISSA A
Form 4
March 03, 2008

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)
02/28/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President-Residential 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/28/2008 | | M | | 325 ⁽¹⁾ A \$ 0 | 10,016 | D |
| Common Stock | 02/28/2008 | | M | | 426 ⁽¹⁾ A \$ 0 | 10,442 | D |
| Common Stock | 02/28/2008 | | M | | 536 ⁽¹⁾ A \$ 0 | 10,978 | D |
| Common Stock | 02/28/2008 | | D | | 1,287 D \$ 34.98 | 9,691 | D |
| Common Stock | | | | | | 257.095 | I By 401(k) plan |

Common Stock 984.9313 I by ESPP

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. Derivative Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|----|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | Code | V (A) (D) | | | | | |
| Phantom Stock | \$ 0 | 02/28/2008 | | M | 325 (1) | 02/28/2005 | 02/28/2009 | Common Stock | 325 | \$ |
| Phantom Stock | \$ 0 | 02/28/2008 | | M | 426 (1) | 02/28/2007 | 02/28/2010 | Common Stock | 426 | \$ |
| Phantom Stock | \$ 0 | 02/28/2008 | | M | 536 (1) | 02/28/2008 | 02/28/2010 | Common Stock | 536 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HILL MELISSA A LANDAMERICA FINANCIAL GROUP, INC. 5600 COX ROAD GLEN ALLEN, VA 23060 | | | President-Residential Services | |

Signatures

By: Michael D. Beverly For: Melissa A. Hill 03/03/2008

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).

The phantom stock units disposed were cash units that vested on the anniversary date of the grant. The units were hypothetically
(1) converted to common stock and hypothetically sold at the closing price on February 28th of the current year, 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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