

LANDAMERICA FINANCIAL GROUP INC
 Form 4
 January 31, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 FOSTER CHARLES H JR

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)
 12/16/2006

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

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 (A) or (D) Price | | | |
| Common Stock <u>(1)</u> | 12/16/2006 | | M | 3,675 A \$ 0 | 117,862 | D | |
| Common Stock <u>(1)</u> | 12/16/2006 | | D | 3,675 D \$ 64.14 | 114,187 | D | |
| Common Stock | | | | | 3,463.5168 | I | By 401(k) plan |
| Common Stock <u>(2)</u> | | | | | 1,500 | I | by Trust |

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

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SEC 1474
(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Stock ⁽¹⁾ | \$ 0 | 12/16/2006 | | M | 3,675 | 12/16/2004 12/16/2007 | Common Stock | 3,675 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FOSTER CHARLES H JR
LANDAMERICA FINANCIAL GROUP, INC.
5600 COX ROAD
GLEN ALLEN, VA 23060

X

Signatures

By: W. Chadwick Perrine For: Charles H. Foster, Jr.

01/31/2007

__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 is representative of one share of the issuers stock on December 16, 2003. The phantom stock will vest in 25 percent increments, and be payable in cash determined by the closing price of the issuer's stock on December 16, 2004, and each December 16th thereafter for the remaining three years. These derivative securities were originally reported as Deferred Stock Units.
- (2) Shares are held by trust of which Charles H. Foster, Jr. is trustee with investment power and of which members of his immediate family are beneficiaries. Mr. Foster is a director and officer of the Issuer.

Remarks:

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The transactions being reported on this Form 4 were inadvertently overlooked at the time the transactions occurred, and were r

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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