

FIRST SOLAR, INC.
Form 4
May 19, 2008

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 *
Ahearn Michael J

(Last) (First) (Middle)

C/- 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)
05/16/2008

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)
Chief Executive Officer

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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	05/16/2008		S ⁽¹⁾	400	D	\$ 311.54	3,081,739	I	By Michael J Ahearn 2006 GRAT
Common Stock	05/16/2008		S ⁽¹⁾	400	D	\$ 311.56	3,081,339	I	By Michael J Ahearn 2006 GRAT
	05/16/2008		S ⁽¹⁾	300	D		3,081,039	I	

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Common Stock					\$ 311.63				By Michael J Ahearn 2006 GRAT
Common Stock	05/16/2008	<u>S(1)</u>	600	D	\$ 311.67	3,080,439	I		By Michael J Ahearn 2006 GRAT
Common Stock	05/16/2008	<u>S(1)</u>	300	D	\$ 311.72	3,080,139	I		By Michael J Ahearn 2006 GRAT
Common Stock	05/16/2008	<u>S(1)</u>	400	D	\$ 311.84	3,079,739	I		By Michael J Ahearn 2006 GRAT
Common Stock	05/16/2008	<u>S(1)</u>	300	D	\$ 311.93	3,079,439	I		By Michael J Ahearn 2006 GRAT
Common Stock	05/16/2008	<u>S(1)</u>	500	D	\$ 311.94	3,078,939	I		By Michael J Ahearn 2006 GRAT
Common Stock	05/16/2008	<u>S(1)</u>	500	D	\$ 312.02	3,078,439	I		By Michael J Ahearn 2006 GRAT
Common Stock	05/16/2008	<u>S(1)</u>	900	D	\$ 312.03	3,077,539	I		By Michael J Ahearn 2006 GRAT
Common Stock	05/16/2008	<u>S(1)</u>	200	D	\$ 312.21	3,077,339	I		By Michael J Ahearn 2006 GRAT
	05/16/2008	<u>S(1)</u>	2,700	D		3,074,639	I		

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Common Stock					\$ 312.28				By Michael J Ahearn 2006 GRAT
Common Stock	05/16/2008		S ⁽¹⁾	200	D	\$ 312.46	3,074,439	I	By Michael J Ahearn 2006 GRAT
Common Stock	05/16/2008		S ⁽¹⁾	200	D	\$ 312.56	3,074,239	I	By Michael J Ahearn 2006 GRAT
Common Stock	05/16/2008		S ⁽¹⁾	400	D	\$ 312.77	3,073,839	I	By Michael J Ahearn 2006 GRAT

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Ahearn Michael J
C/- FIRST SOLAR, INC.
350 WEST WASHINGTON STREET SUITE 600 X Chief Executive Officer
TEMPE, AZ 85281-1244

Signatures

/s/ I. Paul Kacir, 05/19/2008
Attorney-in-Fact

 *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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

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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