

LANDAMERICA FINANCIAL GROUP INC
 Form 4
 January 31, 2007

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 *
 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)
 12/22/2006

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 or Price		
Common Stock ⁽¹⁾	12/22/2006		M		3,675 A \$ 0	D	
Common Stock ⁽¹⁾	12/22/2006		M		8,820 A \$ 0	D	
Common Stock ⁽¹⁾	12/22/2006		D		3,675 D \$ 62.43	D	
Common Stock ⁽¹⁾	12/22/2006		D		8,820 D \$ 62.43	D	
Common Stock					3,463.5168	I	By 401(k) plan

Common Stock ⁽²⁾ 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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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 (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
						Date Exercisable	Expiration Date		
Phantom Stock ⁽¹⁾	\$ 0	12/22/2006		M	8,820	02/28/2006	08/08/1988	Common Stock	8,820
Phantom Stock ⁽¹⁾	\$ 0	12/22/2006		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).

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- The phantom stock units disposed were cash units that fully vested on the insider's retirement date. The units were hypothetically
- (1) converted to common stock and hypothetically sold at the closing price on December 22, 2006, with the insider receiving cash for the value of the units. The reporting of this transaction should have taken place two business days after the vesting date.
 - (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:

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

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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