

Carrington John Eugene  
Form 4  
August 26, 2009

**FORM 4**

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

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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Carrington John Eugene

(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)  
08/24/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/24/2009		M	(A) or (D) Amount (1) 14,000	Price \$ 0	16,415	D
Common Stock	08/24/2009		F	(2) 5,577	\$ 124.08	10,838	D
Common Stock	08/24/2009		M	(3) 3,996	\$ 0	14,834	D
Common Stock	08/24/2009		F	(2) 1,638	\$ 124.08	13,196	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. De Se (In		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	08/24/2009		M		14,000		(5)	(5)	Common Stock	14,000
Restricted Stock Units	(4)	08/24/2009		M		3,996		(6)	(6)	Common Stock	3,996

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carrington John Eugene C/O FIRST SOLAR, INC. 350 WEST WASHINGTON STREET SUITE 600 TEMPE, AZ 85281-1244			Executive Vice President	

## Signatures

/s/ Peter C. Bartolino,  
Attorney-in-fact

08/26/2009

\_\_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) Represents shares of common stock issued upon accelerated vesting of the restricted stock units granted on July 28, 2008 pursuant to the terms of the Reporting Person's Amended and Restated Employment Agreement.
- (2) Represents shares of common stock withheld by the Issuer to satisfy certain tax withholding obligations associated with the vesting of the restricted stock units.

## Edgar Filing: Carrington John Eugene - Form 4

- (3) Represents shares of common stock issued upon accelerated vesting of certain restricted stock units granted on April 27, 2009 pursuant to the terms of the Reporting Person's Amended and Restated Employment Agreement.
- (4) Each restricted stock unit represents the right to receive, upon vesting, one share of the Issuer's common stock in accordance with the Issuer's Amended and Restated 2006 Omnibus Incentive Plan.

- The restricted stock units were granted on July 28, 2008. The units were scheduled to vest annually at a rate of 20% on each of the first three anniversaries of the grant date, with the remaining 40% scheduled to vest on the fourth anniversary of the grant date. All unvested units became fully vested as of August 24, 2009, 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.
- (5)

- 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 August 24, 2009, 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.
- (6)

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.