Ahearn Michael J Form 4 March 02, 2011

## FORM 4

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

OMB Number: 32

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Expires: January 31, 2005

**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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Ahearn Michael J Issuer Symbol FIRST SOLAR, INC. [FSLR] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Other (specify Officer (give title C/O FIRST SOLAR, INC, 350 02/28/2011 WEST WASHINGTON STREET SUITE 600 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Chec Applicable Line)

\_X\_ Form filed by One Reporting Person

\_\_ Form filed by More than One Reporting

TEMPE, AZ 85281-1244

(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. Transactic Code (Instr. 8)	omr Dispos (Instr. 3,	ed of		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)	
Common Stock	02/28/2011		S(1)	6,900	D	\$ 149.15	1,566,939	I	By Michael J. Ahearn 2006 GRAT	
Common Stock	03/01/2011		S <u>(1)</u>	14,582	D	\$ 148.07 (2) (5)	1,552,357	I	By Michael J. Ahearn 2006 GRAT	
	03/01/2011		S <u>(1)</u>	38,518	D		1,513,839	I		

#### Edgar Filing: Ahearn Michael J - Form 4

Common Stock					\$ 149.29 (3) (5)			By Michael J. Ahearn 2006 GRAT
Common Stock	03/01/2011	S <u>(1)</u>	15,800	D	\$ 150.26 (4) (5)	1,498,039	I	By Michael J. Ahearn 2006 GRAT
Common Stock	03/02/2011	S <u>(1)</u>	15,300	D	\$ 145.42 (6) (9)	1,482,739	I	By Michael J. Ahearn 2006 GRAT
Common Stock	03/02/2011	S <u>(1)</u>	1,796	D	\$ 146.03 (7) (9)	1,480,943	I	By Michael J. Ahearn 2006 GRAT
Common Stock	03/02/2011	S <u>(1)</u>	7,104	D	\$ 148.6 (8) (9)	1,473,839	I	By Michael J. Ahearn 2006 GRAT
Common Stock						14,866	D	

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)

3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	of Derivativ Securities Acquired (A) or	S	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
	Code V	4, and 5)		Title		
	any	(Month/Day/Year) Execution Date, if Transaction any Code	(Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)  Execution Date, if any (Code of (Month/Day/Year))  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  Derivative Securities  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Code of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 3 and 4)  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 3 and 4)  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

Date Expiration Exercisable Date

Amount or Number of Shares

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ahearn Michael J C/O FIRST SOLAR, INC 350 WEST WASHINGTON STREET SUITE 600 TEMPE, AZ 85281-1244



### **Signatures**

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

03/02/2011

\*\*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).
- This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person in November 2010, relating to the sale of up to 800,000 shares of the Issuer's Common Stock.
- (2) This transaction was executed in multiple trades at prices ranging from \$148.00 to \$148.25. The price reported above reflects the weighted average sale price for the transactions reported on this line.
- (3) This transaction was executed in multiple trades at prices ranging from \$149.00 to \$149.70. The price reported above reflects the weighted average sale price for the transactions reported on this line.
- (4) This transaction was executed in multiple trades at prices ranging from \$150.00 to \$150.51. The price reported above reflects the weighted average sale price for the transactions reported on this line.
- A total of 68,900 shares were sold on this date in multiple transactions at prices ranging from \$148.00 to \$150.51, with a total weighted average price of \$149.25. The reporting person undertakes to provide upon request by the staff of the SEC, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (6) This transaction was executed in multiple trades at prices ranging from \$145.00 to \$145.74. The price reported above reflects the weighted average sale price for the transactions reported on this line.
- (7) This transaction was executed in multiple trades at prices ranging from \$146.00 to \$146.07. The price reported above reflects the weighted average sale price for the transactions reported on this line.
- (8) This transaction was executed in multiple trades at prices ranging from \$148.53 to \$148.80. The price reported above reflects the weighted average sale price for the transactions reported on this line.
- A total of 24,200 shares were sold on this date in multiple transactions at prices ranging from \$145.00 to \$148.80, with a total weighted average price of \$146.40. The reporting person undertakes to provide upon request by the staff of the SEC, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

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.

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