

Ahearn Michael J
 Form 4
 March 10, 2011

FORM 4

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

OMB APPROVAL

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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/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)
 03/08/2011

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)

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) Code V Amount (D) Price			
Common Stock	03/08/2011		S ⁽¹⁾	3,800 D	\$ 140.49 (2) (6)	1,370,039 I	By Michael J. Ahearn 2006 GRAT
Common Stock	03/08/2011		S ⁽¹⁾	5,200 D	\$ 141.45 (3) (6)	1,364,839 I	By Michael J. Ahearn 2006 GRAT
	03/08/2011		S ⁽¹⁾	10,596 D		1,354,243 I	

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Common Stock					\$ 142.81 <u>(4) (6)</u>				By Michael J. Ahearn 2006 GRAT
Common Stock	03/08/2011	<u>S(1)</u>	10,404	D	\$ 143.19 <u>(5) (6)</u>	1,343,839	I		By Michael J. Ahearn 2006 GRAT
Common Stock	03/09/2011	<u>S(1)</u>	3,789	D	\$ 142.27 <u>(7) (10)</u>	1,340,050	I		By Michael J. Ahearn 2006 GRAT
Common Stock	03/09/2011	<u>S(1)</u>	19,768	D	\$ 143.04 <u>(8) (10)</u>	1,320,282	I		By Michael J. Ahearn 2006 GRAT
Common Stock	03/09/2011	<u>S(1)</u>	1,043	D	\$ 143.66 <u>(9) (10)</u>	1,319,239	I		By Michael J. Ahearn 2006 GRAT
Common Stock	03/10/2011	<u>S(1)</u>	43,097	D	\$ 139.99 <u>(11) (13)</u>	1,276,142	I		By Michael J. Ahearn 2006 GRAT
Common Stock	03/10/2011	<u>S(1)</u>	2,303	D	\$ 140.73 <u>(12) (13)</u>	1,273,839	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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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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This transaction was executed in multiple trades at prices ranging from \$142.55 to \$143.54. The price reported above reflects the weighted average sale price for the transactions reported on this line.

- (9) This transaction was executed in multiple trades at prices ranging from \$143.55 to \$144.03. The price reported above reflects the weighted average sale price for the transactions reported on this line.

- (10) A total of 24,600 shares were sold on this date in multiple transactions at prices ranging from \$141.55 to \$144.03, with a total weighted average price of \$142.95. 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.

- (11) This transaction was executed in multiple trades at prices ranging from \$139.60 to \$140.59. The price reported above reflects the weighted average sale price for the transactions reported on this line.

- (12) This transaction was executed in multiple trades at prices ranging from \$140.61 to \$140.85. The price reported above reflects the weighted average sale price for the transactions reported on this line.

- (13) A total of 45,400 shares were sold on this date in multiple transactions at prices ranging from \$139.60 to \$140.85, with a total weighted average price of \$140.03. 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.

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