

FIRST SOLAR, INC.

Form 4

May 14, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MEYERHOFF JENS

(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)
05/13/2008

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 _____ Other (specify
below) below)

Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/13/2008		M		2	A	\$ 20	5,002	D
Common Stock	05/13/2008		S ⁽¹⁾		2	D	\$ 294.61	5,000	D
Common Stock	05/13/2008		M		27	A	\$ 20	5,027	D
Common Stock	05/13/2008		S ⁽¹⁾		27	D	\$ 294.67	5,000	D
Common Stock	05/13/2008		M		27	A	\$ 20	5,027	D

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Common Stock	05/13/2008	<u>S(1)</u>	27	D	\$ 294.65	5,000	D
Common Stock	05/13/2008	M	6	A	\$ 20	5,006	D
Common Stock	05/13/2008	<u>S(1)</u>	6	D	\$ 294.83	5,000	D
Common Stock	05/13/2008	M	41	A	\$ 20	5,041	D
Common Stock	05/13/2008	<u>S(1)</u>	41	D	\$ 294.77	5,000	D
Common Stock	05/13/2008	M	41	A	\$ 20	5,041	D
Common Stock	05/13/2008	<u>S(1)</u>	41	D	\$ 294.82	5,000	D
Common Stock	05/13/2008	M	139	A	\$ 20	5,139	D
Common Stock	05/13/2008	<u>S(1)</u>	139	D	\$ 294.75	5,000	D
Common Stock	05/13/2008	M	14	A	\$ 20	5,014	D
Common Stock	05/13/2008	<u>S(1)</u>	14	D	\$ 294.8	5,000	D
Common Stock	05/13/2008	M	300	A	\$ 20	5,300	D
Common Stock	05/13/2008	<u>S(1)</u>	300	D	\$ 294.74	5,000	D
Common Stock	05/13/2008	M	27	A	\$ 20	5,027	D
Common Stock	05/13/2008	<u>S(1)</u>	27	D	\$ 294.7	5,000	D
Common Stock	05/13/2008	M	27	A	\$ 20	5,027	D
Common Stock	05/13/2008	<u>S(1)</u>	27	D	\$ 294.705	5,000	D
Common Stock	05/13/2008	M	27	A	\$ 20	5,027	D
Common Stock	05/13/2008	<u>S(1)</u>	27	D	\$ 294.72	5,000	D
Common Stock	05/13/2008	M	257	A	\$ 20	5,257	D
	05/13/2008	<u>S(1)</u>	257	D	\$ 294	5,000	D

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Common
Stock

Common Stock	05/13/2008	M	1,053	A	\$ 20	6,053	D
Common Stock	05/13/2008	S ⁽¹⁾	1,053	D	\$ 293	5,000	D
Common Stock	05/13/2008	M	399	A	\$ 20	5,399	D
Common Stock	05/13/2008	S ⁽¹⁾	399	D	\$ 293.11	5,000	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)

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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 20	05/13/2008		M	2	<u>(2)</u>	11/16/2013	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 20	05/13/2008		M	27	<u>(2)</u>	11/16/2013	Common Stock	27
Non-Qualified Stock Option (right to buy)	\$ 20	05/13/2008		M	27	<u>(2)</u>	11/16/2013	Common Stock	27
Non-Qualified Stock Option (right to buy)	\$ 20	05/13/2008		M	6	<u>(2)</u>	11/16/2013	Common Stock	6
Non-Qualified Stock Option	\$ 20	05/13/2008		M	41	<u>(2)</u>	11/16/2013	Common Stock	41

(right to buy)									
Non-Qualified Stock Option (right to buy)	\$ 20	05/13/2008	M	41	<u>(2)</u>	11/16/2013	Common Stock	41	
Non-Qualified Stock Option (right to buy)	\$ 20	05/13/2008	M	139	<u>(2)</u>	11/16/2013	Common Stock	139	
Non-Qualified Stock Option (right to buy)	\$ 20	05/13/2008	M	14	<u>(2)</u>	11/16/2013	Common Stock	14	
Non-Qualified Stock Option (right to buy)	\$ 20	05/13/2008	M	300	<u>(2)</u>	11/16/2013	Common Stock	300	
Non-Qualified Stock Option (right to buy)	\$ 20	05/13/2008	M	27	<u>(2)</u>	11/16/2013	Common Stock	27	
Non-Qualified Stock Option (right to buy)	\$ 20	05/13/2008	M	27	<u>(2)</u>	11/16/2013	Common Stock	27	
Non-Qualified Stock Option (right to buy)	\$ 20	05/13/2008	M	27	<u>(2)</u>	11/16/2013	Common Stock	27	
Non-Qualified Stock Option (right to buy)	\$ 20	05/13/2008	M	257	<u>(2)</u>	11/16/2013	Common Stock	257	
Non-Qualified Stock Option (right to buy)	\$ 20	05/13/2008	M	1,053	<u>(2)</u>	11/16/2013	Common Stock	1,053	
Non-Qualified Stock Option (right to buy)	\$ 20	05/13/2008	M	399	<u>(2)</u>	11/16/2013	Common Stock	399	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEYERHOFF JENS C/O FIRST SOLAR, INC. 350 WEST WASHINGTON STREET SUITE 600 TEMPE, AZ 85281-1244			Chief Financial Officer	

Signatures

/s/ I. Paul Kacir,
Attorney-in-Fact

05/14/2008

__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.
- (2) The option vested with respect to 20% of the underlying shares on June 1, 2007 and will vest ratably for the 48 month period thereafter, subject to Mr. Meyerhoff's continued employment with First Solar, Inc.

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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