

FIRST SOLAR, INC.
Form 4
May 14, 2008

FORM 4

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

OMB APPROVAL

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

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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 *
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
 Officer (give title below) Other (specify below)
Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|-----------|---|--|-----------------------------------|
| | | | | Code | V | Amount | | | |
| 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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SEC 1474
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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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 20 | 05/13/2008 | | M | 2 | (2) | 11/16/2013 | Common Stock | 2 |
| Non-Qualified Stock Option (right to buy) | \$ 20 | 05/13/2008 | | M | 27 | (2) | 11/16/2013 | Common Stock | 27 |
| Non-Qualified Stock Option (right to buy) | \$ 20 | 05/13/2008 | | M | 27 | (2) | 11/16/2013 | Common Stock | 27 |
| Non-Qualified Stock Option (right to buy) | \$ 20 | 05/13/2008 | | M | 6 | (2) | 11/16/2013 | Common Stock | 6 |
| Non-Qualified Stock Option | \$ 20 | 05/13/2008 | | M | 41 | (2) | 11/16/2013 | Common Stock | 41 |

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| | | | | | | | | | |
|---|-------|------------|---|-------|------------|------------|--------------|-------|--|
| (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.

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