

Schumaker Bryan Robert
 Form 4
 March 07, 2018

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 *
 Schumaker Bryan Robert

(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)
 03/05/2018

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 Accounting 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	03/05/2018		M	688 ⁽¹⁾	A	\$ 0	688	D
Common Stock	03/05/2018		M	608 ⁽²⁾	A	\$ 0	1,296	D
Common Stock	03/05/2018		F	193 ⁽³⁾	D	\$ 66.05	1,103	D
Common Stock	03/05/2018		F	170 ⁽³⁾	D	\$ 66.05	933	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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	(4)	03/05/2018		M	688	(5) (5)	Common Stock	688
Restricted Stock Units	(4)	03/05/2018		M	608	(6) (6)	Common Stock	608
Restricted Stock Units	(7)	03/06/2018		A	4,448	(8) (8)	Common Stock	4,448

Reporting Owners

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

Signatures

/s/ Jason E. Dymbort, 03/07/2018
attorney-in-fact

__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).

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- (1) Represents shares of common stock issued upon vesting of 25% of the restricted stock units granted on March 5, 2014.
- (2) Represents shares of common stock issued upon vesting of 25% of the restricted stock units granted on March 5, 2015.
- (3) Represents shares of common stock withheld by the Issuer to satisfy certain tax withholding obligations with the vesting of the restricted stock units.
- (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 2010 Omnibus Incentive Compensation Plan.
- (5) The restricted stock units were granted on March 5, 2014. These units are scheduled to vest annually at a rate of 25% on each anniversary of the grant date, commencing on the first anniversary of the grant date.
- (6) The restricted stock units were granted on March 5, 2015. These units are scheduled to vest annually at a rate of 25% on each anniversary of the grant date, commencing on the first anniversary of the grant date.
- (7) 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 2015 Omnibus Incentive Compensation Plan.
- (8) The restricted stock units were granted on March 6, 2018 as part of the Issuer's annual equity grant to executive officers. These units are scheduled to vest annually at a rate of 25% on each anniversary of the grant date, commencing on the first anniversary of the grant date.

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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