

DEGIORGIO KENNETH D
Form 4
November 19, 2009

FORM 4

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

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DEGIORGIO KENNETH D

(Last) (First) (Middle)

1 FIRST AMERICAN WAY

(Street)

SANTA ANA, CA 92707

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FIRST AMERICAN CORP [FAF]

3. Date of Earliest Transaction (Month/Day/Year)

11/18/2009

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 below) _____ Other (specify below)

Senior Vice President

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					33,885	D (1) (2) (3)	
Common Stock					113,299	I	By 401(k) Plan Trust (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy) ⁽⁵⁾	\$ 31.73 ⁽⁶⁾	11/18/2009		A	14,500 ⁽⁷⁾	11/18/2009 ⁽⁸⁾ 12/22/2013	Common Stock 14,500
Employee Stock Option (Right to Buy) ⁽⁵⁾	\$ 37.29 ⁽⁶⁾	11/18/2009		A	28,999 ⁽⁷⁾	11/18/2009 ⁽⁸⁾ 06/04/2013	Common Stock 28,999
Employee Stock Option (Right to Buy)	\$ 26.35					03/12/2004 ⁽⁹⁾ 03/12/2013	Common Stock 4,500
Employee Stock Option (Right to Buy)	\$ 26.35					04/01/2004 ⁽¹⁰⁾ 04/01/2013	Common Stock 4,500
Employee Stock Option (Right to Buy)	\$ 47.49					12/08/2006 ⁽¹¹⁾ 12/08/2015	Common Stock 20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEGIORGIO KENNETH D 1 FIRST AMERICAN WAY SANTA ANA, CA 92707			Senior Vice President	

Signatures

/s/ Stacy S. Rentner, Attorney-in-Fact for Kenneth D.
DeGiorgio

11/19/2009

__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) Includes 13,660 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 13,346 restricted stock units, vesting in five equal annual increments commencing 3/4/10, the first anniversary of the grant.
- (2) Includes 10,281 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 12,121 restricted stock units, vesting in five equal annual increments commencing 3/4/09, the first anniversary of the grant.
- (3) Includes 5,168 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 7,972 restricted stock units, vesting in five equal annual increments commencing 3/5/08, the first anniversary of the grant.
- (4) Amount shown consists of shares contributed by issuer as company match, shares purchased for my account and shares acquired through automatic reinvestment of dividends paid as reported in most recent account statement in transactions exempt under rules 16a-3(f)(1)(i)(B) and 16b-3(c).
- (5) Stock option received in exchange for an option to acquire Class A common stock of First Advantage Corporation in connection with the merger of a wholly owned subsidiary of the issuer into First Advantage Corporation on November 18, 2009.
- (6) The exercise price is equal to the exercise price of the assumed option to acquire Class A common stock of First Advantage Corporation, divided by the exchange ratio 0.58.
- (7) Stock options to acquire Class A common stock of First Advantage Corporation were assumed by the issuer and converted into options to acquire shares of the issuer using a ratio of 0.58 of a common share of the issuer per share of Class A common stock of First Advantage Corporation.
- (8) Pursuant to the terms of the First Advantage Corporation 2003 Incentive Compensation Plan, the option became fully exercisable immediately prior to the merger.
- (9) The option vests in five equal annual increments commencing 3/12/04, the first anniversary of the grant.
- (10) The option vests in five equal annual increments commencing 4/1/04, the first anniversary of the grant.
- (11) The option vests in five equal annual increments commencing 12/8/06, the first anniversary of the grant.

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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