

NALLATHAMBI ANAND K
Form 4
March 05, 2010

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 *
NALLATHAMBI ANAND K

2. Issuer Name and Ticker or Trading Symbol
FIRST AMERICAN CORP [FAF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4 FIRST AMERICAN WAY

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres./COO-Info. Solutions Grp.

(Street)
SANTA ANA, CA 92707

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (D) Price			
Common Stock	03/03/2010		A	19,921 A \$ 0	75,654.483	D <u>(1)</u> <u>(2)</u>	
Common Stock					4,597.482	I	By 401(k) Plan Trust <u>(3)</u>

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 19.2					12/13/2002 ⁽⁴⁾	12/13/2011	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 19.1					07/23/2003 ⁽⁵⁾	07/23/2012	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 22.85					02/27/2004 ⁽⁶⁾	02/27/2013	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 30.56					02/26/2005 ⁽⁷⁾	02/26/2014	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 36.55					02/28/2006 ⁽⁸⁾	02/28/2015	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 47.49					12/08/2006 ⁽⁹⁾	12/08/2015	Common Stock	50,000
Employee Stock	\$ 46.68					11/18/2009	09/15/2015	Common Stock	115,999

Option
(Right to
Buy)

Employee
Stock

Option \$ 46.14
(Right to
Buy)

11/18/2009 02/22/2017

Common
Stock 58,000

Employee
Stock

Option \$ 41.33
(Right to
Buy)

11/18/2009 03/30/2017

Common
Stock 29,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NALLATHAMBI ANAND K 4 FIRST AMERICAN WAY SANTA ANA, CA 92707			Pres./COO-Info. Solutions Grp.	

Signatures

/s/ Stacy S. Rentner, Attorney-in-Fact for Anand K.
Nallathambi

03/05/2010

__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 19,921 shares acquired pursuant to a grant of restricted stock units vesting in three equal annual increments commencing 3/3/11, the first anniversary of the grant.
- (2) Includes 2,123,483 shares acquired in connection with the issuer's Employee Stock Purchase Plan.
Amount shown consists of shares contributed by issuer as company match, shares purchased for my account and shares acquired through
- (3) 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).
- (4) The option vests in five equal annual increments commencing 12/13/02, the first anniversary of the grant.
- (5) The option vests in five equal annual increments commencing 7/23/03, the first anniversary of the grant.
- (6) The option vests in five equal annual increments commencing 2/27/04, the first anniversary of the grant.
- (7) The option vests in five equal annual increments commencing 2/26/05, the first anniversary of the grant.
- (8) The option vests in five equal annual increments commencing 2/28/06, the first anniversary of the grant.
- (9) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.