

FIRST AMERICAN CORP
Form 4
March 07, 2006

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 *
NALLATHAMBI ANAND K

(Last) (First) (Middle)

12395 FIRST AMERICAN WAY

(Street)

POWAY, CA 92064

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FIRST AMERICAN CORP [(FAF)]

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

03/03/2006

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)

President of First Advantage

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	03/03/2006		M		3,500	A	\$ 5.694
Common Stock	03/03/2006		S		1,100	D	\$ 40.64
Common Stock	03/03/2006		S		2,100	D	\$ 40.61
Common Stock	03/03/2006		S		300	D	\$ 40.576
Common Stock						I	3,801.356

By 401(k) Plan Trust
(2)

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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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5.694	03/03/2006		M	3,500	04/24/1997 04/24/2006	Common Stock	3,500
Employee Stock Option (right to buy)	\$ 10.75					02/24/2001 02/24/2010	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 18.08					12/13/2002 ⁽³⁾ 12/13/2011	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 16.5					07/23/2003 ⁽⁴⁾ 07/23/2012	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 22.85					02/27/2004 ⁽⁵⁾ 02/27/2013	Common Stock	30,000
Employee Stock	\$ 30.56					02/26/2005 ⁽⁶⁾ 02/26/2014	Common Stock	50,000

Option
(right to
buy)

Employee
Stock

Option \$ 36.55
(right to
buy)

02/28/2006⁽⁷⁾ 02/28/2015

Common
Stock 50,000

Employee
Stock

Option \$ 47.49
(right to
buy)

12/08/2006⁽⁸⁾ 12/08/2015

Common
Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NALLATHAMBI ANAND K 12395 FIRST AMERICAN WAY POWAY, CA 92064			President of First Advantage	

Signatures

By: Jeffrey S. Robinson, Attorney In
Fact for 03/07/2006

__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 1,965.101 shares acquired in connection with the issuer's Employee Stock Purchase Plan.

(2) 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).

(3) The option vests in five equal annual increments commencing 12/13/02, the first anniversary of the grant.

(4) The option vests in five equal annual increments commencing 7/23/03, the first anniversary of the grant.

(5) The option vests in five equal annual increments commencing 2/27/04, the first anniversary of the grant.

(6) The option vests in five equal annual increments commencing 2/26/05, the first anniversary of the grant.

(7) The option vests in five equal annual increments commencing 2/28/06, the first anniversary of the grant.

(8) 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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