

McMahon Frank Vincent  
 Form 4  
 April 22, 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 \*  
 McMahon Frank Vincent

(Last) (First) (Middle)

4 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)

04/21/2009

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)

CEO-Information Solutions Grp.

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)
Common Stock	04/21/2009		S <sup>(1)</sup>	5,000 D	\$ 29 152,481.662	D	(2) (3) (4) (5) (6)

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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	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)
Employee Stock Option (Right to Buy)	\$ 39.16					03/31/2007 <sup>(7)</sup> 03/31/2016	Common Stock 300,000

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McMahon Frank Vincent 4 FIRST AMERICAN WAY SANTA ANA, CA 92707			CEO-Information Solutions Grp.	

**Signatures**

/s/ Stacy S. Rentner, Attorney-in-Fact for Frank Vincent McMahon 04/22/2009

\*\*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) This sale was executed pursuant to the reporting person's 10b5-1 trading plan.
- (2) Includes 2,614,662 shares acquired in connection with the issuer's Employee Stock Purchase Plan.
- (3) Includes 32,254 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 31,994 restricted stock units vesting in five equal annual increments commencing 3/4/10, the first anniversary of the grant.
- (4) Includes 33,538 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 40,151 restricted stock units vesting in five equal annual increments commencing 3/4/09, the first anniversary of the grant.
- (5) Includes 21,143 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 33,046 restricted stock units vesting in five equal annual increments commencing 3/5/08, the first anniversary of the grant.
- (6) Includes 14,476 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 33,334 restricted stock units vesting in five equal annual increments commencing 3/31/07, the first anniversary of the grant.
- (7) The option vests in five equal annual increments commencing 3/31/07, the first anniversary of the grant.

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**Remarks:**

Exhibit List: Exhibit 24 - Power of Attorney

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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