

CHATHAM J DAVID
Form 4
November 19, 2009

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 *
CHATHAM J DAVID

(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
 Officer (give title below) Other (specify below)

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 Indirect Ownership (Instr. 4)
Common Stock	11/18/2009		A	(A) or (D) Code V Amount (D) Price A 4,613 (1)	14,203	D (3) (4) (5)	
Common Stock					27,008.174	I	By Spouse (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 (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)
Nonemployee Director Stock Option (Right to Buy) ⁽⁷⁾	\$ 43.33 ⁽⁸⁾	11/18/2009		A	1,450 ⁽⁹⁾	11/18/2009 ⁽¹⁰⁾ 11/18/2010	Common Stock
Nonemployee Director Stock Option (Right to Buy) ⁽⁷⁾	\$ 48.16 ⁽⁸⁾	11/18/2009		A	1,450 ⁽⁹⁾	11/18/2009 ⁽¹⁰⁾ 11/18/2010	Common Stock
Nonemployee Director Stock Option (Right to Buy) ⁽⁷⁾	\$ 34.75 ⁽⁸⁾	11/18/2009		A	1,450 ⁽⁹⁾	11/18/2009 ⁽¹⁰⁾ 11/18/2010	Common Stock
Nonemployee Director Stock Option (Right to Buy) ⁽⁷⁾	\$ 37.33 ⁽⁸⁾	11/18/2009		A	2,900 ⁽⁹⁾	11/18/2009 ⁽¹⁰⁾ 11/18/2010	Common Stock
Nonemployee Director Stock Option (Right to Buy)	\$ 47.49					12/08/2006 ⁽¹¹⁾ 12/08/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHATHAM J DAVID 1 FIRST AMERICAN WAY SANTA ANA, CA 92707		X		

Signatures

/s/ Jeffrey S. Robinson, Attorney-in-Fact for J. David Chatham

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) Shares of the issuer received in exchange for Class A common stock of First Advantage Corporation pursuant to accelerated vesting of restricted stock units in connection with the merger of a wholly owned subsidiary of the issuer into First Advantage Corporation on November 18, 2009.
- (2) The consideration received in the merger was 0.58 of a common share of the issuer for each share of Class A common stock of First Advantage Corporation, plus cash in lieu of any fractional share.
- (3) Includes 2,547 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 2,489 restricted stock units vesting in three equal annual increments commencing 3/4/10, the first anniversary of the grant.
- (4) Includes 1,200 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 1,707 restricted stock units vesting in three equal annual increments commencing 6/20/09, the first anniversary of the grant.
- (5) Includes 378 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 1,049 restricted stock units vesting in three equal annual increments commencing 3/5/08, the first anniversary of the grant.
- (6) Includes 37.478 shares acquired through automatic reinvestment of dividends paid as reported in most recent statement of account.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) Pursuant to the terms of the First Advantage Corporation 2003 Incentive Compensation Plan, the option became fully exercisable immediately prior to the merger.
- (11) The option vested on 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.