

DEGIORGIO KENNETH D
Form 4
February 26, 2019

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 *
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 Financial Corp [FAF]

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

02/22/2019

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)

Executive 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/22/2019		A	46,231	A \$ 0	504,942	D
Common Stock	02/22/2019		F(1)	14,937	D \$ 51.61	490,005	D
Common Stock	02/25/2019		F(1)	13,063	D \$ 51.28	476,942	D
Common Stock	02/25/2019		S	5,204	D \$ 51.531	471,738	D
Common Stock	02/26/2019		S	8,973	D \$ 51.519	462,765 (4)	D
					(2)	(5) (6) (7)	

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The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.50 to \$51.55, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.40 to \$51.71, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (4) Includes 15,396 unvested Restricted Stock Units ("RSUs") acquired pursuant to an original grant of 56,000 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 2/23/17, the first anniversary of the grant.
- (5) Includes 26,072 unvested RSUs acquired pursuant to an original grant of 48,997 and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 2/22/18, the first anniversary of the grant.
- (6) Includes 32,121 unvested RSUs acquired pursuant to an original grant of 41,519 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 2/21/19, the first anniversary of the grant.
- (7) Includes 46,231 unvested RSUs acquired pursuant to a grant vesting in four equal increments commencing 2/22/20, the first anniversary of the grant.

- (8) Amount shown consists of shares contributed by issuer as company match, shares purchased for the reporting person's 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).

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.