

DEGIORGIO KENNETH D
Form 4
September 07, 2005

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 *
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 CORP [(FAF)]

3. Date of Earliest Transaction
(Month/Day/Year)
09/06/2005

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)

Senior 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/06/2005		M		3,000	A	\$ 24.67
Common Stock	09/06/2005		M		4,000	A	\$ 22
Common Stock	09/06/2005		M		7,000	A	\$ 10.75
Common Stock	09/06/2005		M		3,000	A	\$ 21.89
Common Stock	09/06/2005		S		2,100	D	\$ 42.1

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Common Stock	09/06/2005	S	1,900	D	\$ 42.08	13,000	D	
Common Stock	09/06/2005	S	300	D	\$ 42.07	12,700	D	
Common Stock	09/06/2005	S	2,100	D	\$ 42.05	10,600	D	
Common Stock	09/06/2005	S	200	D	\$ 42.04	10,400	D	
Common Stock	09/06/2005	S	1,000	D	\$ 42.03	9,400	D	
Common Stock	09/06/2005	S	4,100	D	\$ 42.02	5,300	D	
Common Stock	09/06/2005	S	4,800	D	\$ 42.01	500	D	
Common Stock	09/06/2005	S	500	D	\$ 42	0	D	
Common Stock						102,473	I	By 401(k) Plan Trust

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 22	09/06/2005		M	4,000	02/24/2000	02/24/2009	Common Stock	4,000

Employee
Stock
Option
(right to
buy)

\$ 10.75

09/06/2005

M

7,000

02/24/2001

02/24/2010

Common
Stock

7,000

Employee
Stock
Option
(right to
buy)

\$ 21.89

09/06/2005

M

3,000

03/12/2004⁽¹⁾

03/12/2013

Common
Stock

3,000

Employee
Stock
Option
(right to
buy)

\$ 24.67

09/06/2005

M

3,000

04/01/2004⁽²⁾

04/01/2013

Common
Stock

3,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

DEGIORGIO KENNETH D
1 FIRST AMERICAN WAY
SANTA ANA, CA 92707

Senior Vice President

Signatures

By: Jeffrey S. Robinson, Attorney In
Fact for

09/07/2005

 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) The option vests in five equal annual increments commencing 3/12/04, the first anniversary of the grant.

(2) The option vests in five equal annual increments commencing 4/01/04, 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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