

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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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 *
KENNEDY PARKER S

(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)

03/07/2006

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/07/2006 | | P | | 5,100 | A | \$ 38.71 |
| Common Stock | 03/07/2006 | | P | | 100 | A | \$ 38.68 |
| Common Stock | | | | | 1,743.91 | I | |
| Common Stock | | | | | 9,005.04 | I | |
| Common Stock | | | | | 461,586 | I | |

By 401(k) Plan Trust (1)

By ESOP Trust (2)

By Limited Partnership

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| | | | |
|-----------------|--------|---|---|
| Common Stock | 52,921 | I | By Spouse via Limited Partnership |
|-----------------|--------|---|---|

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)

| 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 | |
| Employee Stock Option (right to buy) | \$ 23.583 | | | | | 04/23/1999 ⁽³⁾ 04/23/2008 | Common Stock | 30,000 |
| Employee Stock Option (right to buy) | \$ 10.75 | | | | | 02/24/2001 ⁽⁴⁾ 02/24/2010 | Common Stock | 40,000 |
| Employee Stock Option (right to buy) | \$ 27 | | | | | 12/14/2001 ⁽⁵⁾ 12/14/2010 | Common Stock | 40,000 |
| Employee Stock Option (right to buy) | \$ 18.08 | | | | | 12/13/2002 ⁽⁶⁾ 12/13/2011 | Common Stock | 40,000 |
| Employee Stock | \$ 22.85 | | | | | 02/27/2004 ⁽⁷⁾ 02/27/2013 | Common Stock | 80,000 |

Option
(right to
buy)

Employee
Stock

Option \$ 30.56
(right to
buy)

02/26/2005⁽⁸⁾ 02/26/2014

Common
Stock 80,000

Employee
Stock

Option \$ 36.55
(right to
buy)

02/28/2006⁽⁹⁾ 02/28/2015

Common
Stock 80,000

Employee
Stock

Option \$ 47.49
(right to
buy)

12/08/2006⁽¹⁰⁾ 12/08/2015

Common
Stock 80,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KENNEDY PARKER S 1 FIRST AMERICAN WAY SANTA ANA, CA 92707 | X | | CEO | |

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).
Amount shown consists of shares contributed by issuer as company match, shares purchased for my account and shares acquired through
(1) 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).
(2) Amount shown consists of shares allocated to my account in previous years and shares acquired through automatic reinvestment of dividends paid on such previously allocated shares, as reported in most recent account statement.
(3) The option vests in five equal annual increments commencing 4/23/99, the first anniversary of the grant.
(4) The option vests in five equal annual increments commencing 2/24/01, the first anniversary of the grant.
(5) The option vests in five equal annual increments commencing 12/14/01, the first anniversary of the grant.
(6) The option vests in five equal annual increments commencing 12/13/02, the first anniversary of the grant.
(7) The option vests in five equal annual increments commencing 2/27/04, the first anniversary of the grant.

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- (8) The option vests in five equal annual increments commencing 2/26/05, the first anniversary of the grant.
- (9) The option vests in five equal annual increments commencing 2/28/06, the first anniversary of the grant.
- (10) 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. 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.