

UEBERROTH VIRGINIA MAE
Form 4
June 06, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
UEBERROTH VIRGINIA MAE

2. Issuer Name and Ticker or Trading Symbol

FIRST AMERICAN CORP [(FAF)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

06/05/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

P.O. BOX 100

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LAGUNA BEACH, CA 926520100

(City) (State) (Zip)

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 or Price | | |
| Common Stock | 06/05/2006 | | M | | 6,750 A \$ 7.194 | 56,750 | D |
| Common Stock | 06/05/2006 | | S | | 880 D \$ 41.49 | 55,870 | D |
| Common Stock | 06/05/2006 | | S | | 100 D \$ 41.493 | 55,770 | D |
| Common Stock | 06/05/2006 | | S | | 200 D \$ 41.484 | 55,570 | D |
| Common Stock | | | | | | 21,942 | I By Trust |

Edgar Filing: UEBERROTH VIRGINIA MAE - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) | 8. An or Nu of Sh |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|
| Nonemployee Director Stock Option (right to buy) | \$ 7.194 | 06/05/2006 | | M | 6,750 | 04/24/1998 04/14/2007 | Common Stock | 6 |
| Nonemployee Director Stock Option (right to buy) | \$ 23.583 | | | | | 04/23/1999 04/23/2008 | Common Stock | 6 |
| Nonemployee Director Stock Option (right to buy) | \$ 17.25 | | | | | 08/31/1999 06/23/2009 | Common Stock | 6 |
| Nonemployee Director Stock Option (right to buy) | \$ 47.49 | | | | | 12/08/2006 ⁽¹⁾ 12/08/2015 | Common Stock | 5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| UEBERROTH VIRGINIA MAE P.O. BOX 100 LAGUNA BEACH, CA 926520100 | X | | | |

Signatures

By: Jeffrey S. Robinson, Attorney In
Fact for

06/05/2006

__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).

(1) 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.