

KENNEDY PARKER S

Form 4

August 08, 2012

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 *
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 Financial Corp [FAF]

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

08/06/2012

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 Beneficial Ownership (Instr. 4)
Common Stock	08/06/2012		S ⁽¹⁾	29,200 D	\$ 18.3 (2) 170,800	I	by D.P. Kennedy Administrative Trust ⁽³⁾ ⁽⁴⁾
Common Stock	08/07/2012		S ⁽¹⁾	93,743 D	\$ 18.55 (5) 77,057	I	by D.P. Kennedy Administrative Trust
Common Stock	08/08/2012		S ⁽¹⁾	38,624 D	\$ 18.54 (6) 38,433	I	by D.P. Kennedy Administrative Trust

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Common Stock	165,282	D ⁽⁷⁾ ⁽⁸⁾ <u>(9)</u> <u>(10)</u>	
Common Stock	1,521,239	I	By D.P. Kennedy Administrative Trust via Limited Partnership ⁽³⁾ <u>(4)</u>
Common Stock	461,878	I	By Limited Partnership
Common Stock	57,638	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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(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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Employee Stock Option (Right to Buy)	\$ 9.82					02/27/2004 ⁽¹¹⁾	02/27/2013	Common Stock	93,163
Employee Stock Option (Right to Buy)	\$ 13.13					02/26/2005 ⁽¹²⁾	02/26/2014	Common Stock	93,162

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schedule of the FAC RSUs, vesting in five equal annual increments commencing 3/3/11, the first anniversary of the grant, has been carried over to the issuer RSUs.

- (8) Includes 12,907 unvested RSUs acquired pursuant to an original grant of 16,761 RSUs, and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 3/3/12, the first anniversary of the grant.
- (9) Includes 8,263 unvested RSUs acquired pursuant to an original grant of 10,732 RSUs, and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 3/31/12, the first anniversary of the grant.
- (10) Includes 4,140 unvested RSUs, acquired pursuant to an original grant of 4,102 RSUs, and shares acquired through automatic dividend reinvestment, vesting in three equal annual increments commencing 3/20/13, the first anniversary of the grant.
- (11) The vesting schedule of the original FAC option, vesting in five equal annual increments commencing 02/27/04, the first anniversary of the grant, has been carried over to the issuer options.
- (12) The vesting schedule of the original FAC option, vesting in five equal annual increments commencing 02/26/05, the first anniversary of the grant, has been carried over to the issuer options.
- (13) The vesting schedule of the original FAC option, vesting in five equal annual increments commencing 02/28/06, the first anniversary of the grant, has been carried over to the issuer options.
- (14) The vesting schedule of the original FAC option, vesting in five equal annual increments commencing 12/08/06, the first anniversary of the grant, has been carried over to the issuer options.

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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