

FIRST AMERICAN CORP

Form 4

March 07, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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2005  
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response... 0.5

(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	5,100	D	
Common Stock	03/07/2006		P		100	A \$ 38.68	5,200	D	
Common Stock							1,743.91	I	By 401(k) Plan Trust <u>(1)</u>
Common Stock							9,005.04	I	By ESOP Trust <u>(2)</u>
Common Stock							461,586	I	By Limited Partnership

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Common Stock	52,921	I	By Spouse via Limited Partnership
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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 23.583					04/23/1999 <sup>(3)</sup> 04/23/2008	Common Stock 30,000
Employee Stock Option (right to buy)	\$ 10.75					02/24/2001 <sup>(4)</sup> 02/24/2010	Common Stock 40,000
Employee Stock Option (right to buy)	\$ 27					12/14/2001 <sup>(5)</sup> 12/14/2010	Common Stock 40,000
Employee Stock Option (right to buy)	\$ 18.08					12/13/2002 <sup>(6)</sup> 12/13/2011	Common Stock 40,000
Employee Stock	\$ 22.85					02/27/2004 <sup>(7)</sup> 02/27/2013	Common Stock 80,000

Option  
(right to  
buy)

Employee  
Stock

Option \$ 30.56  
(right to  
buy)

02/26/2005<sup>(8)</sup>

02/26/2014

Common  
Stock

80,000

Employee  
Stock

Option \$ 36.55  
(right to  
buy)

02/28/2006<sup>(9)</sup>

02/28/2015

Common  
Stock

80,000

Employee  
Stock

Option \$ 47.49  
(right to  
buy)

12/08/2006<sup>(10)</sup>

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 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).
- (1) 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.
  - (2) The option vests in five equal annual increments commencing 4/23/99, the first anniversary of the grant.
  - (3) The option vests in five equal annual increments commencing 2/24/01, the first anniversary of the grant.
  - (4) The option vests in five equal annual increments commencing 12/14/01, the first anniversary of the grant.
  - (5) The option vests in five equal annual increments commencing 12/13/02, the first anniversary of the grant.
  - (6) The option vests in five equal annual increments commencing 2/27/04, the first anniversary of the grant.
  - (7)

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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.

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