

FIRST AMERICAN CORP
Form 4
May 16, 2008

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

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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 *
VALDES MAX O

(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)

05/14/2008

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)

Chief Financial Officer

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/14/2008		M	1,500	\$ 26.35	D	
Common Stock	05/14/2008		M	1,500	\$ 26.35	D	
Common Stock	05/14/2008		S	600	\$ 35.92	D	
Common Stock	05/14/2008		S	1,700	\$ 35.91	D	
Common Stock	05/14/2008		S	300	\$ 35.89	D	

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Common Stock	05/14/2008	S	400	D	\$ 30.9	15,357	D	
Common Stock	05/14/2008	S	1,001	D	\$ 35.88	14,356	D <u>(1) (2)</u>	
Common Stock						1,750.282	I	By ESOP Trust <u>(3)</u>

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	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 26.35	05/14/2008		M	1,500	03/12/2004 ⁽⁴⁾ 03/12/2013	Common Stock	1,500	
Employee Stock Option (Right to Buy)	\$ 26.35	05/14/2008		M	1,500	04/01/2004 ⁽⁵⁾ 04/01/2013	Common Stock	1,500	
Employee Stock Option (Right to Buy)	\$ 47.49					12/08/2006 ⁽⁶⁾ 12/08/2015	Common Stock	20,000	
Employee Stock Option (Right to Buy)	\$ 10.75					02/24/2001 ⁽⁷⁾ 02/24/2010	Common Stock	6,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VALDES MAX O 1 FIRST AMERICAN WAY SANTA ANA, CA 92707			Chief Financial Officer	

Signatures

Grace K. Lee, Attorney In Fact for Max O.
Valdes

05/16/2008

__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) Includes 6,279 unvested restricted stock units remaining from an original grant of 7,657 restricted stock units on 3/5/07. Pursuant to the terms of the grant, the restricted stock units vest in five equal annual increments commencing on the first anniversary of the grant and accrue dividend equivalents in form of additional restricted stock units.
 - (2) Includes 8,077 unvested restricted stock units remaining from an original grant of 8,030 restricted stock units on 3/4/08. Pursuant to the terms of the grant, the restricted stock units vest in five equal annual increments commencing on the first anniversary of the grant and accrue dividend equivalents in form of additional restricted stock units.
 - (3) 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.
 - (4) The option vests in five equal annual increments commencing 3/12/04, the first anniversary of the grant.
 - (5) The option vests in five equal annual increments commencing 4/1/04, the first anniversary of the grant.
 - (6) The option vests in five equal annual increments commencing 12/8/06, the first anniversary of the grant.
 - (7) The option vests in five equal annual increments commencing 2/24/01, 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.