

SKILLING DAVID VAN

Form 4

November 19, 2009

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SKILLING DAVID VAN

(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)
11/18/2009

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	11/18/2009		A	(A) or (D) Amount (1) 4,613 Price (2) 37,842		D (3) (4) (5)	

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)**

Edgar Filing: SKILLING DAVID VAN - Form 4

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Nonemployee Director Stock Option (Right to Buy) ⁽⁶⁾	\$ 43.33 <u>(7)</u>	11/18/2009		A		1,450 <u>(8)</u>		11/18/2009 ⁽⁹⁾	11/18/2010	Common Stock	1,450
Nonemployee Director Stock Option (Right to Buy) ⁽⁶⁾	\$ 48.59 <u>(7)</u>	11/18/2009		A		2,900 <u>(8)</u>		11/18/2009 ⁽⁹⁾	11/18/2010	Common Stock	2,900
Nonemployee Director Stock Option (Right to Buy)	\$ 47.49							12/08/2006 ⁽¹⁰⁾	12/08/2015	Common Stock	4,375

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SKILLING DAVID VAN 1 FIRST AMERICAN WAY SANTA ANA, CA 92707	X			

Signatures

/s/ Jeffrey S. Robinson, Attorney-in-Fact for David Van Skilling 11/19/2009

__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) Shares of the issuer received in exchange for Class A common stock of First Advantage Corporation pursuant to accelerated vesting of restricted stock units in connection with the merger of a wholly owned subsidiary of the issuer into First Advantage Corporation on November 18, 2009.

(2) The consideration received in the merger was 0.58 of a common share of the issuer for each share of Class A common stock of First Advantage Corporation, plus cash in lieu of any fractional share.

Edgar Filing: SKILLING DAVID VAN - Form 4

- (3) Includes 2,547 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 2,489 restricted stock units vesting in three equal annual increments commencing 3/4/10, the first anniversary of the grant.
- (4) Includes 1,200 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 1,707 restricted stock units vesting in three equal annual increments commencing 6/20/09, the first anniversary of the grant.
- (5) Includes 378 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 1,049 restricted stock units vesting in three equal annual increments commencing 3/5/08, the first anniversary of the grant.
- (6) Stock option received in exchange for an option to acquire Class A common stock of First Advantage Corporation in connection with the merger of a wholly owned subsidiary of the issuer into First Advantage Corporation on November 18, 2009.
- (7) The exercise price is equal to the exercise price of the assumed option to acquire Class A common stock of First Advantage Corporation, divided by the exchange ratio 0.58.

Stock options to acquire Class A common stock of First Advantage Corporation were assumed by the issuer and converted into options to acquire shares of the issuer using a ratio of 0.58 of a common share of the issuer per share of Class A common stock of First Advantage Corporation.
- (8) Pursuant to the terms of the First Advantage Corporation 2003 Incentive Compensation Plan, the option became fully exercisable immediately prior to the merger.
- (9) Pursuant to the terms of the First Advantage Corporation 2003 Incentive Compensation Plan, the option became fully exercisable immediately prior to the merger.
- (10) The option vested 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.