GILMORE DENNIS J
Form 4
March 06, 2009

FORM 4

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GILMORE DENNIS J

(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)
03/04/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CEO-Financial Services Group

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	03/04/2009		A		39,504	A	$ 0	119,544.7325	D	
Common Stock	03/04/2009		F(1)		2,803	D	$ 22.25	116,741.7325	D	
Common Stock	03/05/2009		F(1)		2,339	D	$ 19.87	114,402.7325	D (2) (3) (4) (5)	
Common Stock								2,024.248	I	By 401(k) Plan Trust (6)

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)	$ 30.8							12/14/2001[7]	12/14/2010	Common Stock	20,000
Employee Stock Option (Right to Buy)	$ 19.2							12/13/2002[8]	12/13/2011	Common Stock	8,000
Employee Stock Option (Right to Buy)	$ 19.1							07/23/2003[9]	07/23/2012	Common Stock	6,000
Employee Stock Option (Right to Buy)	$ 22.85							02/27/2004[10]	02/27/2013	Common Stock	50,000
Employee Stock Option (Right to Buy)	$ 30.56							02/26/2005[11]	02/26/2014	Common Stock	50,000
Employee Stock	$ 36.55							02/28/2006[12]	02/28/2015	Common Stock	60,000

Option (Right to Buy)						
Employee Stock Option (Right to Buy)	$ 47.49		12/08/2006(13)	12/08/2015	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILMORE DENNIS J 1 FIRST AMERICAN WAY SANTA ANA, CA 92707			CEO-Financial Services Group	

Signatures

/s/ Jeffrey S. Robinson, Attorney-in-Fact for Dennis J. Gilmore	03/06/2009
**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) Payment of tax liability by withholding securities incident to the vesting of restricted stock units.

(2) Includes 39,504 shares acquired pursuant to a grant of restricted stock units vesting in five equal annual increments commencing 3/4/10, the first anniversary of the grant.

(3) Includes 31,383 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 37,878 restricted stock units, vesting in five equal annual increments commencing 3/4/09, the first anniversary of the grant.

(4) Includes 19,640 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 30,948 restricted stock units, vesting in five equal annual increments commencing 3/5/08, the first anniversary of the grant.

(5) Includes 0.7325 shares acquired in connection with the issuer's Employee Stock Purchase Plan.

(6) 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). In addition, includes shares formerly reported as held for my account in the Employee Profit Sharing and Stock Ownership Plan (ESOP), which has been merged into the 401(k) Savings Plan.

(7) The option vests in five equal annual increments commencing 12/14/01, the first anniversary of the grant.

(8) The option vests in five equal annual increments commencing 12/13/02, the first anniversary of the grant.

(9) The option vests in five equal annual increments commencing 7/23/03, the first anniversary of the grant.

(10) The option vests in five equal annual increments commencing 2/27/04, the first anniversary of the grant.

(11) The option vests in five equal annual increments commencing 2/26/05, the first anniversary of the grant.

(12) The option vests in five equal annual increments commencing 2/28/06, the first anniversary of the grant.

(13) 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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