

NALLATHAMBI ANAND K
Form 4
August 10, 2009

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NALLATHAMBI ANAND K

2. Issuer Name and Ticker or Trading Symbol
FIRST AMERICAN CORP [FAF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12395 FIRST AMERICAN WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/06/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Business Segment President

POWAY, CA 92064

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Stock	08/06/2009		M	(A) \$ 14	13,533.483	D ⁽¹⁾	
Common Stock	08/06/2009		S	(D) \$ 31.17	7,533.483	D ⁽¹⁾	
Common Stock					4,337.393	I	By 401(k) Plan Trust ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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)	\$ 14	08/06/2009		M	6,000	02/24/2001	02/24/2010	Common Stock	6,000
Employee Stock Option (Right to Buy)	\$ 19.2					12/13/2002 ⁽⁴⁾	12/13/2011	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 19.1					07/23/2003 ⁽⁵⁾	07/23/2012	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 22.85					02/27/2004 ⁽⁶⁾	02/27/2013	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 30.56					02/26/2005 ⁽⁷⁾	02/26/2014	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 36.55					02/28/2006 ⁽⁸⁾	02/28/2015	Common Stock	30,000

Employee

Stock

Option \$ 47.49

(Right to

Buy)

12/08/2006⁽⁹⁾ 12/08/2015Common
Stock 50,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NALLATHAMBI ANAND K 12395 FIRST AMERICAN WAY POWAY, CA 92064			Business Segment President	

Signatures

/s/ Jeffrey S.

Robinson

08/10/2009

**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) Includes 2,123,483 shares acquired in connection with the issuer's Employee Stock Purchase Plan.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.16 to \$31.20, inclusive. The reporting person undertakes to provide to The First American Corporation, any security holder of The First American Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(3) Amount shown consists of issuer shares held in the reporting person's First Advantage Corporation 401(k) savings plan account.

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

(5) The option vests in five equal annual increments commencing 7/23/03, 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) The option vests in five equal annual increments commencing 2/26/05, the first anniversary of the grant.

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

(9) 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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