

NALLATHAMBI ANAND K
Form 4
November 20, 2009

FORM 4

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

OMB APPROVAL

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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

3. Date of Earliest Transaction (Month/Day/Year)
11/18/2009

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

Business Segment President

(Street)
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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/18/2009 | | A | V Amount (1) 89,734 (D) (2) | 145,467.483 | D | |
| Common Stock | 11/18/2009 | | F(3) | V Amount (4) 43,243 (D) (5) \$ 32.5368 | 102,224.483 | D (5) | |
| Common Stock | | | | | 4,366.927 | 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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(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 Security (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Num Sha |
| Employee Stock Option (Right to Buy) ⁽⁷⁾ | \$ 41.33 ⁽⁸⁾ | 11/18/2009 | | A | 29,000 ⁽⁹⁾ | 11/18/2009 ⁽¹⁰⁾ 03/30/2017 | Common Stock | 29 | |
| Employee Stock Option (Right to Buy) ⁽⁷⁾ | \$ 46.14 ⁽⁸⁾ | 11/18/2009 | | A | 58,000 ⁽⁹⁾ | 11/18/2009 ⁽¹⁰⁾ 02/22/2017 | Common Stock | 58 | |
| Employee Stock Option (Right to Buy) ⁽⁷⁾ | \$ 46.68 ⁽⁸⁾ | 11/18/2009 | | A | 115,999 ⁽⁹⁾ | 11/18/2009 ⁽¹⁰⁾ 09/15/2015 | Common Stock | 115 | |
| Employee Stock Option (Right to Buy) | \$ 19.2 | | | | | 12/13/2002 ⁽¹¹⁾ 12/13/2011 | Common Stock | 13 | |
| Employee Stock Option (Right to Buy) | \$ 19.1 | | | | | 07/23/2003 ⁽¹²⁾ 07/23/2012 | Common Stock | 10 | |
| Employee Stock Option (Right to Buy) | \$ 22.85 | | | | | 02/27/2004 ⁽¹³⁾ 02/27/2013 | Common Stock | 30 | |

| | | | | | |
|--|----------|----------------------------|------------|-----------------|----|
| Employee Stock Option (Right to Buy) | \$ 30.56 | 02/26/2005 ⁽¹⁴⁾ | 02/26/2014 | Common Stock | 20 |
| Employee Stock Option (Right to Buy) | \$ 36.55 | 02/28/2006 ⁽¹⁵⁾ | 02/28/2015 | Common Stock | 30 |
| Employee Stock Option (Right to Buy) | \$ 47.49 | 12/08/2006 ⁽¹⁶⁾ | 12/08/2015 | Common Stock | 50 |

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/ Stacy S. Rentner, Attorney-in-Fact for Anand K.
Nallathambi

11/20/2009

__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.
 - (3) Payment of tax liability by delivering securities incident to the vesting of First Advantage Corporation restricted stock units and exchange for common shares of the issuer in the merger.
 - (4) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.21 to \$32.99, 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.
 - (5) Includes 2,123,483 shares acquired in connection with the issuer's Employee Stock Purchase Plan.
 - (6) Amount shown consists of issuer shares held in the reporting person's First Advantage Corporation 401(k) savings plan account.
 - (7) 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.

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- (8) 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
- (9) 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.
- (10) Pursuant to the terms of the First Advantage Corporation 2003 Incentive Compensation Plan, the option became fully exercisable immediately prior to the merger.
- (11) The option vests in five equal annual increments commencing 12/13/02, the first anniversary of the grant.
- (12) The option vests in five equal annual increments commencing 7/23/03, the first anniversary of the grant.
- (13) The option vests in five equal annual increments commencing 2/27/04, the first anniversary of the grant.
- (14) The option vests in five equal annual increments commencing 2/26/05, the first anniversary of the grant.
- (15) The option vests in five equal annual increments commencing 2/28/06, the first anniversary of the grant.
- (16) 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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