

FIRST AMERICAN CORP
Form 4
July 29, 2005

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 *
KENNEDY DONALD PARKER

(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)

07/28/2005

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)

Chairman of the Board

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/03/2005 | | G | V 25 D \$ 0 3,440 | | D | |
| Common Stock | 07/28/2005 | | S | 200 D \$ 43.83 1,963,239 | | I | By Limited Partnership |
| Common Stock | 07/28/2005 | | S | 1,300 D \$ 43.82 1,961,939 | | I | By Limited Partnership |
| Common Stock | 07/28/2005 | | S | 1,200 D \$ 43.81 1,960,739 | | I | By Limited Partnership |
| Common Stock | 07/28/2005 | | S | 3,300 D \$ 43.8 1,957,439 | | I | By Limited Partnership |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|-----------|---|-----------------------------------|
| Common Stock | 07/28/2005 | S | 800 | D | \$ 43.79 | 1,956,639 | I | By Limited Partnership |
| Common Stock | 07/28/2005 | S | 500 | D | \$ 43.78 | 1,956,139 | I | By Limited Partnership |
| Common Stock | 07/28/2005 | S | 2,100 | D | \$ 43.77 | 1,954,039 | I | By Limited Partnership |
| Common Stock | 07/28/2005 | S | 1,700 | D | \$ 43.76 | 1,952,339 | I | By Limited Partnership |
| Common Stock | 07/28/2005 | S | 3,600 | D | \$ 43.75 | 1,948,739 | I | By Limited Partnership |
| Common Stock | 07/28/2005 | S | 1,000 | D | \$ 43.74 | 1,947,739 | I | By Limited Partnership |
| Common Stock | 07/28/2005 | S | 17,900 | D | \$ 43.73 | 1,929,839 | I | By Limited Partnership |
| Common Stock | 07/28/2005 | S | 1,800 | D | \$ 43.72 | 1,928,039 | I | By Limited Partnership |
| Common Stock | 07/28/2005 | S | 3,400 | D | \$ 43.71 | 1,924,639 | I | By Limited Partnership |
| Common Stock | 07/28/2005 | S | 12,300 | D | \$ 43.7 | 1,912,339 | I | By Limited Partnership |
| Common Stock | 07/28/2005 | S | 300 | D | \$ 43.69 | 1,912,039 | I | By Limited Partnership |
| Common Stock | 07/28/2005 | S | 3,900 | D | \$ 43.68 | 1,908,139 | I | By Limited Partnership |
| Common Stock | 07/28/2005 | S | 2,400 | D | \$ 43.67 | 1,905,739 | I | By Limited Partnership |
| Common Stock | 07/28/2005 | S | 2,100 | D | \$ 43.66 | 1,903,639 | I | By Limited Partnership |
| Common Stock | 07/28/2005 | S | 100 | D | \$ 43.65 | 1,903,539 | I | By Limited Partnership (1) |
| Common Stock | | | | | | 22,545 | I | By Spouse via Limited Partnership |

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)

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| 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 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|---------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 5.694 | | | | | 04/24/1997 ⁽²⁾ 04/24/2006 | Common Stock | 2,205 |
| Employee Stock Option (right to buy) | \$ 23.583 | | | | | 04/23/1999 ⁽³⁾ 04/23/2008 | Common Stock | 30,000 |
| Employee Stock Option (right to buy) | \$ 10.75 | | | | | 02/24/2001 ⁽⁴⁾ 02/24/2010 | Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 27 | | | | | 12/14/2001 ⁽⁵⁾ 12/14/2010 | Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 18.08 | | | | | 12/13/2002 ⁽⁶⁾ 12/13/2011 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KENNEDY DONALD PARKER 1 FIRST AMERICAN WAY SANTA ANA, CA 92707 | X | | Chairman of the Board | |

Signatures

By: Jeffrey S. Robinson, Attorney In
Fact for

07/29/2005

__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) The reporting person withdrew the subject shares from the limited partnership to the D&D Kennedy Revocable Trust dated January 27, 1988 prior to the sales reported on this form.
 - (2) The option vests in five equal annual increments commencing 4/24/97, the first anniversary of the grant.
 - (3) The option vests in five equal annual increments commencing 4/23/99, the first anniversary of the grant.
 - (4) The option vests in five equal annual increments commencing 2/24/01, the first anniversary of the grant.
 - (5) The option vests in five equal annual increments commencing 12/14/01, the first anniversary of the grant.
 - (6) The option vests in five equal annual increments commencing 12/13/02, 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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