

FIRST AMERICAN CORP
Form 4
May 02, 2005

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
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(Print or Type Responses)

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

(Last) (First) (Middle)

12395 FIRST AMERICAN WAY

(Street)

POWAY, CA 92064

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

FIRST AMERICAN CORP [(FAF)]

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

04/28/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President of Credit Info.

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 Ownership (Instr. 4)
Common Stock	04/28/2005		M	3,000 A	\$ 10.75	10,350.79	D
Common Stock	04/28/2005		M	5,000 A	\$ 5.694	15,350.79	D
Common Stock	04/28/2005		S	7,900 D	\$ 35	7,450.79	D
Common Stock	04/28/2005		S	100 D	\$ 35.03	7,350.79	D ⁽¹⁾
Common Stock						3,721.02	I

By 401(k)
Plan Trust
(2)

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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)	\$ 5.694	04/28/2005		M		5,000		04/24/1997 ⁽³⁾	04/24/2006	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 10.75	04/28/2005		M		3,000		02/24/2001	02/24/2010	Common Stock	3,000
Employee Stock Option (right to buy)	\$ 23.583							04/23/1999 ⁽⁴⁾	04/23/2008	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 18.08							12/13/2002 ⁽⁵⁾	12/13/2011	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 16.5							07/23/2003 ⁽⁶⁾	07/23/2012	Common Stock	10,000
Employee Stock	\$ 22.85							02/27/2004 ⁽⁷⁾	02/27/2013	Common Stock	50,000

Option
(right to
buy)

Employee
Stock

Option \$ 30.56
(right to
buy)

02/26/2005⁽⁸⁾ 02/26/2014

Common
Stock 50,00

Employee
Stock

Option \$ 36.55
(right to
buy)

02/28/2006⁽⁹⁾ 02/28/2015

Common
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			President of Credit Info.	

Signatures

By: Kathleen M. Collins, Attorney In
Fact for 05/02/2005

__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) Includes 1,940.792 shares acquired in connection with the issuer's Employee Stock Purchase Plan.

Amount shown consists of shares contributed by issuer as company match, shares purchased for my account and shares acquired through
(2) 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).

(3) The option vests in five equal annual increments commencing 4/24/97, the first anniversary of the grant.

(4) The option vests in five equal annual increments commencing 4/23/99, the first anniversary of the grant.

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

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

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

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

(9) The option vests in five equal annual increments commencing 2/28/06, 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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