First American Financial Corp Form 4 February 20, 2015

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number: January 31, Expires:

2005 Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

Stock

1. Name and AUEBERRO	2. Issuer Name and Ticker or Trading Symbol					ng	5. Relationship of Reporting Person(s) to Issuer					
			First American Financial Corp [FAF]			[FAF]	(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction									
			(Month/Day/Year)						X Director Officer (give		Owner	
1 FIRST AMERICAN WAY			02/19/2015					below)	below)	er (specify		
(Street) 4			4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
			Filed(Mor	Filed(Month/Day/Year)					Applicable Line)			
SANTA AN	ZX_ Form filed by One Reporting Person SANTA ANA, CA 92707 — Form filed by More than One Report Person											
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction D			3.		4. Securi		-	5. Amount of	6. Ownership		
Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if (Instr. 3) any			Oate, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)					Securities Form: Direct Indire Beneficially (D) or Benef			
(msu. 5)		-	Day/Year)		(Instr. 8)			3)	Owned	Indirect (I) Ownersh		
									Following	(Instr. 4)	(Instr. 4)	
							(A)		Reported Transaction(s)			
				Code	V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	02/19/2015			M		6,627	A	\$ 20.4	83,766	D		
Common								\$				
Common Stock	02/19/2015			S		6,627	D	35.92 (1)	77,139	D (2) (3) (4)		
Common									50,000	Ť	Dy Tweet	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control

50,000

Ι

By Trust

(9-02)

Edgar Filing: First American Financial Corp - Form 4

number.

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. Transactic 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	Amoun or Numbe of Shares
Employee Stock Option (Right to Buy)	\$ 20.4	02/19/2015		M	6,627	12/08/2006(5)	12/08/2015	Common Stock	6,627

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
UEBERROTH VIRGINIA MAE 1 FIRST AMERICAN WAY SANTA ANA, CA 92707	X						

Signatures

/s/ Greg L. Smith, attorney-in-fact for Virginia M. Ueberroth

02/20/2015

**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).
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.92 to \$35.95, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, 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.
- Includes 1,467 unvested Restricted Stock Units ("RSUs") acquired pursuant to an original grant of 4,102 RSUs, and shares acquired through automatic dividend reinvestment, vesting in three equal annual increments commencing 3/20/13, the first anniversary of the grant.
- (3) Includes 1,791 unvested RSUs acquired pursuant to an original grant of 2,571 RSUs, and shares acquired through automatic dividend reinvestment, vesting in three equal annual increments commencing 3/20/14, the first anniversary of the grant.

Reporting Owners 2

Edgar Filing: First American Financial Corp - Form 4

- (4) Includes 3,170 unvested RSUs acquired pursuant to an original grant of 3,095 RSUs, and shares acquired through automatic dividend reinvestment, vesting in three equal annual increments commencing 3/20/15, the first anniversary of the grant.
- (5) The vesting schedule of the original The First American Corporation option, vesting in five equal annual increments commencing 2/28/06, the first anniversary of the grant, has been carried over to the issuer options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.