

GILMORE DENNIS J  
Form 4  
April 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 \*  
GILMORE DENNIS J

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)  
5601 EAST LA PALMA AVENUE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/28/2005

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Chief Operating Officer

ANAHEIM, CA 92807

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock                    | 04/28/2005                           |  | M                              |   | 12,000 A \$ 18.08   | D  |  |
| Common Stock                    | 04/28/2005                           |  | M                              |   | 4,000 A \$ 16.5   | D  |  |
| Common Stock                    | 04/28/2005                           |  | M                              |   | 3,560 A \$ 5.694  | D  |  |
| Common Stock                    | 04/28/2005                           |  | M                              |   | 20,000 A \$ 10.75   | D  |  |
| Common Stock                    | 04/28/2005                           |  | S                              |   | 800 D \$ 35.13  | D  |  |

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|              |            |   |        |   |          |           |   |                                     |
|--------------|------------|---|--------|---|----------|-----------|---|-------------------------------------|
| Common Stock | 04/28/2005 | S | 1,760  | D | \$ 35.12 | 45,518.68 | D |                                     |
| Common Stock | 04/28/2005 | S | 2,300  | D | \$ 35.1  | 43,218.68 | D |                                     |
| Common Stock | 04/28/2005 | S | 600    | D | \$ 35.09 | 42,618.68 | D |                                     |
| Common Stock | 04/28/2005 | S | 600    | D | \$ 35.08 | 42,018.68 | D |                                     |
| Common Stock | 04/28/2005 | S | 3,100  | D | \$ 35.07 | 38,918.68 | D |                                     |
| Common Stock | 04/28/2005 | S | 300    | D | \$ 35.06 | 38,618.68 | D |                                     |
| Common Stock | 04/28/2005 | S | 2,400  | D | \$ 35.05 | 36,218.68 | D |                                     |
| Common Stock | 04/28/2005 | S | 7,000  | D | \$ 35.04 | 29,218.68 | D |                                     |
| Common Stock | 04/28/2005 | S | 100    | D | \$ 35.03 | 29,118.68 | D |                                     |
| Common Stock | 04/28/2005 | S | 900    | D | \$ 35.01 | 28,218.68 | D |                                     |
| Common Stock | 04/28/2005 | S | 19,200 | D | \$ 35    | 9,018.68  | D |                                     |
| Common Stock | 04/28/2005 | S | 500    | D | \$ 34.99 | 8,518.68  | D |                                     |
| Common Stock |            |   |        |   |          | 1,722.3   | I | By 401(k) Plan Trust <sup>(1)</sup> |
| Common Stock |            |   |        |   |          | 144       | I | By ESOP Trust <sup>(2)</sup>        |

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

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

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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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

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(Instr. 3, 4,  
and 5)

|                                      |           |  |            | 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    |   |     | 3,560  | 04/24/1997 <sup>(3)</sup>  | 04/24/2006      | Common Stock | 3,560                      |
| Employee Stock Option (right to buy) | \$ 10.75  |  | 04/28/2005 | M    |   |     | 20,000 | 02/24/2001 <sup>(4)</sup>  | 02/24/2010      | Common Stock | 20,000                     |
| Employee Stock Option (right to buy) | \$ 18.08  |  | 04/28/2005 | M    |   |     | 12,000 | 12/13/2002 <sup>(5)</sup>  | 12/13/2011      | Common Stock | 12,000                     |
| Employee Stock Option (right to buy) | \$ 16.5   |  | 04/28/2005 | M    |   |     | 4,000  | 07/23/2003 <sup>(6)</sup>  | 07/23/2012      | Common Stock | 4,000                      |
| Employee Stock Option (right to buy) | \$ 23.583 |  |            |      |   |     |        | 04/23/1999 <sup>(7)</sup>  | 04/23/2008      | Common Stock | 22,583                     |
| Employee Stock Option (right to buy) | \$ 27     |  |            |      |   |     |        | 12/14/2001 <sup>(8)</sup>  | 12/14/2010      | Common Stock | 20,000                     |
| Employee Stock Option (right to buy) | \$ 22.85  |  |            |      |   |     |        | 02/27/2004 <sup>(9)</sup>  | 02/27/2013      | Common Stock | 50,000                     |
| Employee Stock Option (right to buy) | \$ 30.56  |  |            |      |   |     |        | 02/26/2005 <sup>(10)</sup> | 02/26/2014      | Common Stock | 50,000                     |
|                                      | \$ 36.55  |  |            |      |   |     |        | 02/28/2006 <sup>(11)</sup> | 02/28/2015      |              | 60,000                     |

Employee  
 Stock  
 Option  
 (right to  
 buy)

Common  
 Stock

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| GILMORE DENNIS J<br>5601 EAST LA PALMA AVENUE<br>ANAHEIM, CA 92807 |               |           | Chief Operating Officer |       |

## Signatures

By: Jeffrey S. Robinson, Attorney In  
 Fact for 04/29/2005

        \*\*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) Amount shown consists of shares contributed by issuer as company match, shares purchased for my account and shares acquired through 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).
  - (2) Amount shown consists of shares allocated to my account in previous years and shares acquired through automatic reinvestment of dividends paid on such previously allocated shares, as reported in most recent account statement.
  - (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 2/24/01, 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 4/23/99, the first anniversary of the grant.
  - (8) The option vests in five equal annual increments commencing 12/14/01, the first anniversary of the grant.
  - (9) The option vests in five equal annual increments commencing 2/27/04, the first anniversary of the grant.
  - (10) The option vests in five equal annual increments commencing 2/26/05, the first anniversary of the grant.
  - (11) 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. 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.