

FIRST AMERICAN CORP

Form 4/A

August 01, 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

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(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)

07/29/2005

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

08/01/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman Emeritus

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)
Common Stock	07/29/2005		S	8,000 D \$ 44	1,895,539	I	By Limited Partnership
Common Stock	07/29/2005		S	1,800 D \$ 43.99	1,893,739	I	By Limited Partnership
Common Stock	07/29/2005		S	400 D \$ 43.98	1,893,339	I	By Limited Partnership
Common Stock	07/29/2005		S	3,900 D \$ 43.96	1,889,439	I	By Limited Partnership
Common Stock	07/29/2005		S	6,500 D \$ 43.95	1,882,939	I	By Limited Partnership

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Common Stock	07/29/2005	S	2,000	D	\$ 43.94	1,880,939	I	By Limited Partnership
Common Stock	07/29/2005	S	800	D	\$ 43.92	1,880,139	I	By Limited Partnership
Common Stock	07/29/2005	S	100	D	\$ 43.91	1,880,039	I	By Limited Partnership
Common Stock	07/29/2005	S	1,600	D	\$ 43.9	1,878,439	I	By Limited Partnership
Common Stock	07/29/2005	S	600	D	\$ 43.81	1,877,839	I	By Limited Partnership
Common Stock	07/29/2005	S	9,800	D	\$ 43.8	1,868,039	I	By Limited Partnership
Common Stock	07/29/2005	S	500	D	\$ 43.79	1,867,539	I	By Limited Partnership
Common Stock	07/29/2005	S	200	D	\$ 43.78	1,867,339	I	By Limited Partnership
Common Stock	07/29/2005	S	100	D	\$ 43.77	1,867,239	I	By Limited Partnership
Common Stock	07/29/2005	S	600	D	\$ 43.76	1,866,639	I	By Limited Partnership
Common Stock	07/29/2005	S	2,700	D	\$ 43.75	1,863,939	I	By Limited Partnership
Common Stock	07/29/2005	S	500	D	\$ 43.74	1,863,439	I	By Limited Partnership ⁽¹⁾
Common Stock						3,440	D	
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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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security		Acquired (A) or Disposed of (D) (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						04/24/1997 ⁽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 Emeritus	

Signatures

By: Jeffrey S. Robinson, Attorney In
Fact for 08/01/2005

__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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