

GILMORE DENNIS J

Form 4

March 07, 2008

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 *
GILMORE DENNIS J

(Last) (First) (Middle)

4 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)
03/05/2008

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)

Chief Operating Officer

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	03/05/2008		F		2,261	D \$ 32.64	77,802.708	D <u>(1)</u> <u>(2)</u> <u>(3)</u>	
Common Stock							1,805.739	I	By 401(k) Plan Trust <u>(4)</u>
Common Stock							150.967	I	By Esop Trust <u>(5)</u>

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
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SEC 1474
(9-02)

displays a currently valid OMB control 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. 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)	\$ 30.8					12/14/2001 ⁽⁶⁾ 12/14/2010	Common Stock 20,000
Employee Stock Option (Right to Buy)	\$ 19.2					12/13/2002 ⁽⁷⁾ 12/13/2011	Common Stock 8,000
Employee Stock Option (Right to Buy)	\$ 19.1					07/23/2003 ⁽⁸⁾ 07/23/2012	Common Stock 6,000
Employee Stock Option (Right to Buy)	\$ 22.85					02/27/2004 ⁽⁹⁾ 02/27/2013	Common Stock 50,000
Employee Stock Option (Right to Buy)	\$ 30.56					02/26/2005 ⁽¹⁰⁾ 02/26/2014	Common Stock 50,000
Employee Stock Option (Right to	\$ 36.55					02/28/2006 ⁽¹¹⁾ 02/28/2015	Common Stock 60,000

Buy)

Employee

Stock

Option \$ 47.49

(Right to

Buy)

12/08/2006⁽¹²⁾ 12/08/2015 Common Stock 60,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GILMORE DENNIS J 4 FIRST AMERICAN WAY SANTA ANA, CA 92707	Chief Operating Officer

Signatures

Jeffrey S. Robinson, Attorney In Fact for Dennis J. Gilmore

03/07/2008

**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 0.708 shares acquired in connection with the issuer's Employee Stock Purchase Plan.
- (2) Includes, 25,287 unvested restricted stock units remaining from an original grant of 30,948 restricted stock units on 3/5/07. Pursuant to the terms of the grant, the restricted stock units vest in five equal annual increments commencing on the first anniversary of the grant and accrue dividend equivalents in the form of additional restricted stock units.
- (3) Includes 37,878 shares acquired pursuant to a grant of restricted stock units vesting in five equal annual increments commencing 3/4/09, the first anniversary of the grant.
- (4) 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).
- (5) 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.
- (6) The option vests in five equal annual increments commencing 12/14/01, the first anniversary of the grant.
- (7) The option vests in five equal annual increments commencing 12/13/02, the first anniversary of the grant.
- (8) The option vests in five equal annual increments commencing 7/23/03, 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.
- (12) The option vests in five equal annual increments commencing 12/8/06, 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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