

FIRST AMERICAN CORP
Form 4
May 16, 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 *
VALDES MAX O

(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)
05/14/2008

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 Financial 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)
Common Stock	05/14/2008		M	V Amount (A) or (D) Price 1,500 A \$ 26.35	16,857	D	
Common Stock	05/14/2008		M	V Amount (A) or (D) Price 1,500 A \$ 26.35	18,357	D	
Common Stock	05/14/2008		S	V Amount (A) or (D) Price 600 D \$ 35.92	17,757	D	
Common Stock	05/14/2008		S	V Amount (A) or (D) Price 1,700 D \$ 35.91	16,057	D	
Common Stock	05/14/2008		S	V Amount (A) or (D) Price 300 D \$ 35.89	15,757	D	

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Common Stock	05/14/2008	S	400	D	\$ 30.9	15,357	D	
Common Stock	05/14/2008	S	1,001	D	\$ 35.88	14,356	D <u>(1)</u> <u>(2)</u>	
Common Stock						1,750.282	I	By ESOP Trust <u>(3)</u>

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

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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) (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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 26.35	05/14/2008		M	1,500	03/12/2004 ⁽⁴⁾ 03/12/2013	Common Stock	1,500
Employee Stock Option (Right to Buy)	\$ 26.35	05/14/2008		M	1,500	04/01/2004 ⁽⁵⁾ 04/01/2013	Common Stock	1,500
Employee Stock Option (Right to Buy)	\$ 47.49					12/08/2006 ⁽⁶⁾ 12/08/2015	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 10.75					02/24/2001 ⁽⁷⁾ 02/24/2010	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VALDES MAX O 1 FIRST AMERICAN WAY SANTA ANA, CA 92707			Chief Financial Officer	

Signatures

Grace K. Lee, Attorney In Fact for Max O.
Valdes 05/16/2008

__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).

Includes 6,279 unvested restricted stock units remaining from an original grant of 7,657 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 form of additional restricted stock units.

Includes 8,077 unvested restricted stock units remaining from an original grant of 8,030 restricted stock units on 3/4/08. 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 form of additional restricted stock units.

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.

The option vests in five equal annual increments commencing 3/12/04, the first anniversary of the grant.

The option vests in five equal annual increments commencing 4/1/04, the first anniversary of the grant.

The option vests in five equal annual increments commencing 12/8/06, the first anniversary of the grant.

The option vests in five equal annual increments commencing 2/24/01, 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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