

GILMORE DENNIS J
Form 4
March 02, 2005

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

5601 EAST LA PALMA AVENUE

(Street)

ANAHEIM, CA 92807

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FIRST AMERICAN CORP [(FAF)]

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

02/28/2005

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					8,518.67	D	
Common Stock					1,323.02	I	By 401(k) Plan Trust ⁽¹⁾
Common Stock					142.62	I	By ESOP Trust ⁽²⁾

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 36.55	02/28/2005		A	60,000	02/28/2006 ⁽³⁾ 02/28/2015	Common Stock	60,000
Employee Stock Option (right to buy)	\$ 5.694					04/24/1997 ⁽⁴⁾ 04/24/2006	Common Stock	3,500
Employee Stock Option (right to buy)	\$ 23.583					04/23/1999 ⁽⁵⁾ 04/23/2008	Common Stock	22,500
Employee Stock Option (right to buy)	\$ 10.75					02/24/2001 ⁽⁶⁾ 02/24/2010	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 27					12/14/2001 ⁽⁷⁾ 12/14/2010	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 18.08					12/13/2002 ⁽⁸⁾ 12/13/2011	Common Stock	20,000
	\$ 16.5					07/23/2003 ⁽⁹⁾ 07/23/2012		10,000

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(11) The option vests in five equal annual increments commencing 2/26/05, 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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