

KENNEDY PARKER S

Form 4

August 09, 2012

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 *
KENNEDY PARKER S

(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 Financial Corp [FAF]

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

08/09/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 | 08/09/2012 | | S ⁽¹⁾ | 38,433 D | \$ 18.69 (2) | I (3) | by D.P. Kennedy Administrative Trust |
| Common Stock | | | | | 165,282 | D (4) (5) (6) (7) | |
| Common Stock | | | | | 1,521,239 | I (3) | By D.P. Kennedy Administrative Trust via Limited Partnership |

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| | | | |
|--------------|---------|---|-----------------------------------|
| Common Stock | 461,878 | I | By Limited Partnership |
| Common Stock | 57,638 | 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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(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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 9.82 | | | | | 02/27/2004 ⁽⁸⁾ 02/27/2013 | Common Stock 93,163 |
| Employee Stock Option (Right to Buy) | \$ 13.13 | | | | | 02/26/2005 ⁽⁹⁾ 02/26/2014 | Common Stock 93,162 |
| Employee Stock Option (Right to Buy) | \$ 15.7 | | | | | 02/28/2006 ⁽¹⁰⁾ 02/28/2015 | Common Stock 93,162 |
| Employee Stock Option (Right to Buy) | \$ 20.4 | | | | | 12/08/2006 ⁽¹¹⁾ 12/08/2015 | Common Stock 93,163 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KENNEDY PARKER S 1 FIRST AMERICAN WAY SANTA ANA, CA 92707 | | | X | |

Signatures

/s/ Greg L. Smith, Attorney-in-Fact for Parker S.
Kennedy

08/09/2012

__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) Sold to cover costs and obligations of the trust.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.45 to \$18.78, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (2) The reporting person serves as trustee of the trust, but disclaims beneficial ownership of all First American Financial Corporation common stock held by the trust except to the extent of his pecuniary interest, if any, therein.
- Includes 49,288 unvested Restricted Stock Units ("RSUs") acquired in a pro rata distribution by The First American Corporation ("FAC") on June 1, 2010 on account of an original grant of 67,444 FAC RSUs, and shares acquired through automatic dividend reinvestment, of which 67,850 were unvested at the time of the distribution, half of which were converted into issuer RSUs. The vesting schedule of the FAC RSUs, vesting in five equal annual increments commencing 3/3/11, the first anniversary of the grant, has been carried over to the issuer RSUs.
- (3) Includes 12,907 unvested RSUs acquired pursuant to an original grant of 16,761 RSUs, and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 3/3/12, the first anniversary of the grant.
- (4) Includes 8,263 unvested RSUs acquired pursuant to an original grant of 10,732 RSUs, and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 3/31/12, the first anniversary of the grant.
- (5) Includes 4,140 unvested RSUs, acquired pursuant to an original grant of 4,102 RSUs, and shares acquired through automatic dividend reinvestment, vesting in three equal annual increments commencing 3/20/13, the first anniversary of the grant.
- (6) The vesting schedule of the original FAC option, vesting in five equal annual increments commencing 02/27/04, the first anniversary of the grant, has been carried over to the issuer options.
- (7) The vesting schedule of the original FAC option, vesting in five equal annual increments commencing 02/26/05, the first anniversary of the grant, has been carried over to the issuer options.
- (8) The vesting schedule of the original FAC option, vesting in five equal annual increments commencing 02/28/06, the first anniversary of the grant, has been carried over to the issuer options.
- (9) The vesting schedule of the original FAC option, vesting in five equal annual increments commencing 12/08/06, the first anniversary of the grant, has been carried over to the issuer options.

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.