

FIRST AMERICAN CORP  
Form 4  
December 12, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SANDO BARRY M**

(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)

**12/08/2005**

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)

President-Mortgage Info Segmnt

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 3,714.572                                                                                                          | I                                                                    | By 401(k)<br>Plan Trust<br>(1)                                    |
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 621.262                                                                                                            | I                                                                    | By ESOP<br>Trust (2)                                              |

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  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

Edgar Filing: FIRST AMERICAN CORP - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 47.49                                                              | 12/08/2005                              |                                                             | A                                       |                                                                                                              | 50,000                                                         |     | 12/08/2006 <sup>(3)</sup>                                        | 12/08/2015         | Common<br>Stock | 50,000                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 27                                                                 |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 12/14/2001 <sup>(4)</sup>                                        | 12/14/2010         | Common<br>Stock | 4,000                               |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 18.08                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 12/13/2002 <sup>(5)</sup>                                        | 12/13/2011         | Common<br>Stock | 20,000                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 16.5                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 07/23/2003 <sup>(6)</sup>                                        | 07/23/2012         | Common<br>Stock | 10,000                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 22.85                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/27/2004 <sup>(7)</sup>                                        | 02/27/2013         | Common<br>Stock | 50,000                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 30.56                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/26/2005 <sup>(8)</sup>                                        | 02/26/2014         | Common<br>Stock | 50,000                              |
| Employee<br>Stock<br>Option<br>(right to            | \$ 36.55                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 02/28/2006 <sup>(9)</sup>                                        | 02/28/2015         | Common<br>Stock | 50,000                              |

buy)

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                                   |       |
|--------------------------------------------------------------|---------------|-----------|-----------------------------------|-------|
|                                                              | Director      | 10% Owner | Officer                           | Other |
| SANDO BARRY M<br>1 FIRST AMERICAN WAY<br>SANTA ANA, CA 92707 |               |           | President-Mortgage<br>Info Segmnt |       |

## Signatures

By: Jeffrey S. Robinson, Attorney In  
Fact for

12/12/2005

\_\_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).

- Amount shown consists of shares contributed by issuer as company match, shares purchased for my account and shares acquired through
- (1) 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).
  - (2) 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.
  - (3) The option vests in five equal annual increments commencing 12/8/06, the first anniversary of the grant.
  - (4) The option vests in five equal annual increments commencing 12/14/01, the first anniversary of the grant.
  - (5) The option vests in five equal annual increments commencing 12/13/02, the first anniversary of the grant.
  - (6) The option vests in five equal annual increments commencing 7/23/03, the first anniversary of the grant.
  - (7) The option vests in five equal annual increments commencing 2/27/04, the first anniversary of the grant.
  - (8) The option vests in five equal annual increments commencing 2/26/05, the first anniversary of the grant.
  - (9) The option vests in five equal annual increments commencing 2/28/06, 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.

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.