

NALLATHAMBI ANAND K

Form 4

November 24, 2009

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 *
NALLATHAMBI ANAND K

(Last) (First) (Middle)

12395 FIRST AMERICAN WAY

(Street)

POWAY, CA 92064

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FIRST AMERICAN CORP [FAF]

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2009

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)

Business Segment President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	11/23/2009		S		46,491	D \$ 32.5116 (1)	55,733.483	D (2)	
Common Stock							4,366.927	I	By 401(k) Plan Trust (3)

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: NALLATHAMBI ANAND K - Form 4

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)	\$ 19.2					12/13/2002 ⁽⁴⁾ 12/13/2011	Common Stock 15,000
Employee Stock Option (Right to Buy)	\$ 19.1					07/23/2003 ⁽⁵⁾ 07/23/2012	Common Stock 10,000
Employee Stock Option (Right to Buy)	\$ 22.85					02/27/2004 ⁽⁶⁾ 02/27/2013	Common Stock 30,000
Employee Stock Option (Right to Buy)	\$ 30.56					02/26/2005 ⁽⁷⁾ 02/26/2014	Common Stock 20,000
Employee Stock Option (Right to Buy)	\$ 36.55					02/28/2006 ⁽⁸⁾ 02/28/2015	Common Stock 30,000
Employee Stock Option (Right to Buy)	\$ 47.49					12/08/2006 ⁽⁹⁾ 12/08/2015	Common Stock 50,000
Employee Stock	\$ 46.68					11/18/2009 09/15/2015	Common Stock 115,999

Option
(Right to
Buy)

Employee
Stock

Option \$ 46.14
(Right to
Buy)

11/18/2009

02/22/2017

Common
Stock 58,000

Employee
Stock

Option \$ 41.33
(Right to
Buy)

11/18/2009

03/30/2017

Common
Stock 29,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NALLATHAMBI ANAND K
12395 FIRST AMERICAN WAY
POWAY, CA 92064

Business Segment President

Signatures

/s/ Stacy S. Rentner, Attorney-in-Fact for Anand K.
Nallathambi

11/24/2009

__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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.50 to \$32.65, 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) Includes 2,123,483 shares acquired in connection with the issuer's Employee Stock Purchase Plan.

(3) Amount shown consists of issuer shares held in the reporting person's First Advantage Corporation 401(k) savings plan account.

(4) The option vests in five equal annual increments commencing 12/13/02, the first anniversary of the grant.

(5) The option vests in five equal annual increments commencing 7/23/03, the first anniversary of the grant.

(6) The option vests in five equal annual increments commencing 2/27/04, the first anniversary of the grant.

(7) The option vests in five equal annual increments commencing 2/26/05, the first anniversary of the grant.

(8) The option vests in five equal annual increments commencing 2/28/06, the first anniversary of the grant.

(9) 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.

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.