

FIRST AMERICAN FINANCIAL CORP
Form 424B3
April 12, 2002

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED AUGUST 8, 2001)

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-65216

[Logo of The First American Corporation]

THE FIRST AMERICAN CORPORATION

\$210,000,000 Principal Amount of
4.50% Senior Convertible Debentures Due 2008
(Interest Payable April 15 and October 15)

7,500,000 Common Shares
(Subject To Adjustment)

This document supplements the prospectus dated August 8, 2001, as supplemented by the prospectus supplement dated September 7, 2001, the prospectus supplement dated October 9, 2001, the prospectus supplement dated November 21, 2001 and the prospectus supplement dated January 25, 2002 relating to the senior convertible debentures and the common shares issuable upon conversion of the senior convertible debentures. This prospectus supplement is incorporated by reference into the prospectus. The information in this prospectus supplement replaces and supersedes the information set forth under the heading "Selling Securityholders" in the prospectus dated August 8, 2001.

YOU SHOULD READ CAREFULLY THE "RISK FACTORS" BEGINNING
ON PAGE 4 OF THE PROSPECTUS BEFORE DECIDING WHETHER TO
INVEST IN OUR SENIOR CONVERTIBLE DEBENTURES OR COMMON SHARES.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is April 12, 2002.

SELLING SECURITYHOLDERS

The senior convertible debentures were originally purchased from First American on April 24, 2001. The initial purchasers of the senior convertible debentures have advised First American that the senior convertible debentures were resold in transactions exempt from the registration requirements of the Securities Act to "qualified institutional buyers," defined in Rule 144A of the Securities Act and to buyers outside the United States in accordance with Regulation S under the Securities Act. These subsequent purchasers, or their transferees, pledgees, donees or successors, may from time to time offer and sell any or all of the senior convertible debentures and/or First American common shares issuable upon conversion of the senior convertible debentures

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pursuant to this prospectus.

The selling securityholders may choose to sell senior convertible debentures and/or common shares issuable upon conversion of the senior convertible debentures from time to time. See "Plan of Distribution."

The following table sets forth:

- o the name of each selling securityholder who has provided First American with notice as of the date of this prospectus pursuant to the registration rights agreement of its intent to sell or otherwise dispose of senior convertible debentures and/or common shares issuable upon conversion of the senior convertible debentures pursuant to the registration statement;
- o the principal amount of senior convertible debentures and the number of common shares issuable upon conversion of the senior convertible debentures which it may sell from time to time pursuant to the registration statement; and
- o the amount of outstanding senior convertible debentures and common shares beneficially owned by the selling securityholder prior to the offering (assuming no conversion of the senior convertible debentures).

Except as indicated below, no selling securityholder, and no affiliate of a selling securityholder, has held any position or office with, been employed by or otherwise has had any material relationship with First American or First American's affiliates, during the three years prior to the date of this prospectus.

A selling securityholder may offer all or some portion of the senior convertible debentures and common shares issuable upon conversion of the senior convertible debentures. Accordingly, no estimate can be given as to the amount or percentage of senior convertible debentures or common shares that will be held by the selling securityholders upon termination of sales pursuant to this prospectus. In addition, the selling securityholders identified below may have sold, transferred or disposed of all or a portion of their senior convertible debentures since the date on which they provided the information regarding their holdings in transactions exempt from the registration requirements of the Securities Act.

Selling Security Holder*	Amount of Senior Convertible Debentures that may be Sold	Amount of Senior Convertible Debentures Owned Before the Offering
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AAM/Zazove Institutional Income Fund LP.....	\$ 800,000	\$ 800,000
Acacia Life Insurance Company.....	\$ 220,000	\$ 220,000
Aftra Health Fund.....	\$ 285,000	\$ 285,000
AIG/National Union Fire Insurance.....	\$ 600,000	\$ 600,000
Alpine Associates.....	\$ 4,350,000	\$ 4,350,000
Alpine Partners, L.P.....	\$ 650,000	\$ 650,000
American Country Insurance Company.....	\$ 400,000	\$ 400,000
American Fidelity Assurance Company.....	\$ 150,000	\$ 150,000
American Founders Life Insurance Company.....	\$ 250,000	\$ 250,000
American Motorist Insurance Company.....	\$ 575,000	\$ 575,000

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American Pioneer Life Insurance Co. of New York.....	\$ 80,000	\$ 80,000
American Progressive Life and Health Insurance Company of New York.....	\$ 80,000	\$ 80,000
American Public Entity Excess Pool.....	\$ 80,000	\$ 80,000
Amerisure Companies/Michigan Mutual Insurance Company.....	\$ 300,000	\$ 300,000
Ameritas Life Insurance Company.....	\$ 450,000	\$ 450,000
Amwest Surety Insurance Company.....	\$ 370,000	\$ 370,000
Arbitex Master Fund, L.P.....	\$ 6,775,000	\$ 6,775,000
Arkansas PERS.....	\$ 1,150,000	\$ 1,150,000
Baltimore Life Insurance.....	\$ 300,000	\$ 300,000
Banc of America Securities LLC.....	\$ 9,820,000	\$ 9,820,000
Bankers Trust Company Trustee for DaimlerChrysler Corp Emp.#1 Pension Plan Dtd 4/1/89.....	\$ 5,250,000	\$ 5,250,000
Bay County PERS.....	\$ 155,000	\$ 155,000
BayState Health System, Inc.....	\$ 15,000	\$ 15,000
BCS Life Insurance Company.....	\$ 600,000	\$ 600,000
Bear, Stearns & Co. INC.....	\$ 3,000,000	\$ 3,000,000
Blue Cross Blue Shield of Florida.....	\$ 750,000	\$ 750,000
BN Convertible Securities Top Fund.....	\$ 420,000	\$ 420,000
Boilermakers Blacksmith Pension Trust	\$ 1,575,000	\$ 1,575,000
British Virgin Island Social Security Board.....	\$ 54,000	\$ 54,000
Buckeye State Mutual Insurance Co.....	\$ 25,000	\$ 25,000
CapitalCare, Inc.....	\$ 35,000	\$ 35,000
CareFirst of Maryland, Inc.....	\$ 150,000	\$ 150,000
Catholic Mutual Relief Society of America.....	\$ 700,000	\$ 700,000
Catholic Mutual Relief Society of America Retirement Plan and Trust.....	\$ 300,000	\$ 300,000
Catholic Relief Insurance Company of America.....	\$ 550,000	\$ 550,000
Celina Mutual Insurance Company.....	\$ 20,000	\$ 20,000
Central States Health and Life Company of Omaha.....	\$ 260,000	\$ 260,000
Chicago Mutual Insurance Company.....	\$ 70,000	\$ 70,000
Chrysler Insurance Company.....	\$ 2,000,000	\$ 2,000,000
City of Birmingham Retirement & Relief System.....	\$ 750,000	\$ 750,000
Clinton Riverside Convertible Portfolio Limited.....	\$ 7,025,000	\$ 7,025,000
Colgate-Palmolive Company Retirement Trust.....	\$ 380,000	\$ 380,000
Colonial Life Insurance Company of Texas.....	\$ 45,000	\$ 45,000
Colonial Lloyd Insurance Company.....	\$ 15,000	\$ 15,000
Commonwealth Dealers--CDLIC.....	\$ 180,000	\$ 180,000
Concord Life Insurance Company.....	\$ 180,000	\$ 180,000
Condor Insurance Company.....	\$ 160,000	\$ 160,000
Conseco Annuity Assurance Multi-Bucket Annuity Convertible Bond Fund.....	\$ 2,750,000	\$ 2,750,000
Conseco Fund Group - Convertible Securities Fund.....	\$ 750,000	\$ 750,000
Credit Lyonnais Securities (USA) Inc.....	\$ 2,000,000	\$ 2,000,000
Credit Suisse First Boston Corporation.....	\$ 3,230,000	\$ 3,230,000
CSA Fraternal Life Insurance Company.....	\$ 130,000	\$ 130,000
CSFB Convertible & Quantitative Strategies.....	\$ 2,500,000	\$ 2,500,000

Cumberland Insurance Company.....	\$ 100,000	\$ 100,000
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Cumberland Mutual Fire Insurance Company.....	\$ 400,000	\$ 400,000
Dakota Truck Underwriters.....	\$ 25,000	\$ 25,000
Delaware PERS.....	\$ 1,725,000	\$ 1,725,000
Delta Airlines Inc. Retirement Plan.....	\$ 2,620,000	\$ 2,620,000
Deutsche Bank AG London.....	\$ 6,525,000	\$ 6,525,000
Deutsche Bank Securities Inc.....	\$ 6,775,000	\$ 6,775,000
DLB High Yield Fund.....	\$ 40,000	\$ 40,000
Dorinco Reinsurance Company.....	\$ 800,000	\$ 800,000
Eagle Pacific Insurance Company.....	\$ 270,000	\$ 270,000
Educators Mutual Life Insurance Company.....	\$ 230,000	\$ 230,000
F.I.S.T. Convertible Securities Fund.....	\$ 3,000,000	\$ 3,000,000
F.R. Convrt. Sec. Fn.....	\$ 300,000	\$ 300,000
Farmers Home Mutual Insurance Company.....	\$ 450,000	\$ 450,000
Farmers Mutual Protective Association of Texas.....	\$ 130,000	\$ 130,000
Federated Rural Electric Insurance Exchange.....	\$ 450,000	\$ 450,000
First Dakota Indemnity Company.....	\$ 15,000	\$ 15,000
First Mercury Insurance Company.....	\$ 600,000	\$ 600,000
Founders Insurance Company.....	\$ 40,000	\$ 40,000
Franklin and Marshall College.....	\$ 220,000	\$ 220,000
FreeState Health Plan, Inc.....	\$ 45,000	\$ 45,000
Genessee County Employees' Retirement System.....	\$ 275,000	\$ 275,000
Global Bermuda Limited Partnership.....	\$ 1,000,000	\$ 1,000,000
Goldman Sachs and Company.....	\$ 500,000	\$ 500,000
Goodville Mutual Casualty Company.....	\$ 50,000	\$ 50,000
Grain Dealers Mutual Insurance.....	\$ 170,000	\$ 170,000
Green Tree Perpetual Assurance Company.....	\$ 250,000	\$ 250,000
Group Hospitalization and Medical Services, Inc.....	\$ 175,000	\$ 175,000
Guarantee Trust Life Insurance Company.....	\$ 1,000,000	\$ 1,000,000
Guaranty Income Life Insurance Company.....	\$ 400,000	\$ 400,000
Gulf Investment Corporation.....	\$ 350,000	\$ 350,000
Hannover Life Reassurance Company of America.....	\$ 800,000	\$ 800,000
HealthNow New York, Inc.....	\$ 100,000	\$ 100,000
HFR Master Fund LTD.....	\$ 200,000	\$ 200,000
Highbridge International LLC.....	\$ 4,000,000	\$ 4,000,000
Holy Family Society.....	\$ 100,000	\$ 100,000
ICI American Holdings Trust.....	\$ 650,000	\$ 650,000
Independence Blue Cross.....	\$ 235,000	\$ 235,000
Indiana Lumbersmens Mutual Insurance Company.....	\$ 450,000	\$ 450,000
Integrity Mutual Insurance Company.....	\$ 300,000	\$ 300,000
ISBA Mutual Insurance Company.....	\$ 210,000	\$ 210,000
Jackson County Employees' Retirement System.....	\$ 150,000	\$ 150,000
Jefferies & Co.....	\$ 800,000	\$ 800,000
JMG Capital Partners, LP.....	\$ 500,000	\$ 500,000
Kanawha Insurance Company.....	\$ 1,000,000	\$ 1,000,000
Kerr-McGee Corporation.....	\$ 400,000	\$ 400,000
Lakeshore International Ltd.....	\$ 2,000,000	\$ 2,000,000
Landesbank Schleswig-Holstein International S.A.....	\$ 1,000,000	\$ 1,000,000
Landmark Life Insurance Company.....	\$ 60,000	\$ 60,000
Lebanon Mutual Insurance Company.....	\$ 140,000	\$ 140,000
Lehman Brothers Inc.**.....	\$ 24,500,000	\$ 24,500,000

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Lincoln Memorial Life Insurance Company.....	\$ 225,000	\$ 225,000
Lions Club International Foundation.....	\$ 200,000	\$ 200,000
Local Initiatives Support Corporation.....	\$ 60,000	\$ 60,000
Loyal Christian Benefit Association.....	\$ 70,000	\$ 70,000
Lutheran Brotherhood.....	\$ 1,000,000	\$ 1,000,000
Lyxor Master Fund.....	\$ 5,000,000	\$ 5,000,000
Macomb County Employees' Retirement System.....	\$ 350,000	\$ 350,000
Mainstay Convertible Fund.....	\$ 4,115,000	\$ 4,115,000
Mainstay VP Convertible Portfolio.....	\$ 1,045,000	\$ 1,045,000
Marquette Indemnity and Life Insurance Company.....	\$ 60,000	\$ 60,000
Massachusetts Mutual Life Insurance Company.....	\$ 1,300,000	\$ 1,300,000
MassMutual Asia Limited.....	\$ 15,000	\$ 15,000
MassMutual Corporate Investors.....	\$ 220,000	\$ 220,000
MassMutual Diversified Bond Fund.....	\$ 15,000	\$ 15,000
MassMutual High Yield Partners II LLC.....	\$ 775,000	\$ 775,000
MassMutual Participation Investors.....	\$ 120,000	\$ 120,000
Medico Life Insurance Company.....	\$ 800,000	\$ 800,000
MEDMARC Insurance Company.....	\$ 600,000	\$ 600,000
Merrill Lynch Insurance Group.....	\$ 284,000	\$ 284,000
Michigan Mutual Insurance Company.....	\$ 850,000	\$ 850,000
Michigan Professional Insurance Exchange.....	\$ 100,000	\$ 100,000
Mid America Life Insurance Company.....	\$ 60,000	\$ 60,000
Middle Cities Risk Management Trust.....	\$ 200,000	\$ 200,000
Midwest Security Life.....	\$ 260,000	\$ 260,000
Morgan Stanley & Co.....	\$ 10,000,000	\$ 10,000,000
Morgan Stanley Dean Witter Convertible Securities Trust.....	\$ 2,000,000	\$ 2,000,000
Mutual Protective Insurance Company.....	\$ 1,000,000	\$ 1,000,000
Nabisco Holdings.....	\$ 34,000	\$ 34,000
Nashville Electric Service.....	\$ 125,000	\$ 125,000
National Mutual Insurance Company.....	\$ 30,000	\$ 30,000
NCMIC.....	\$ 500,000	\$ 500,000
New Era Life Insurance Company.....	\$ 270,000	\$ 270,000
New York Life Insurance and Annuity Corporation.....	\$ 1,600,000	\$ 1,600,000
New York Life Insurance Company.....	\$ 10,900,000	\$ 10,900,000
New York Life Separate Account # 7.....	\$ 555,000	\$ 555,000
NORCAL Mutual Insurance Company.....	\$ 225,000	\$ 225,000
Oak Casualty Insurance Company.....	\$ 40,000	\$ 40,000
Ohio Bureau of Workers Compensation.....	\$ 149,000	\$ 149,000
Ondeo Nalco.....	\$ 200,000	\$ 200,000
Pacific Eagle Insurance Company.....	\$ 150,000	\$ 150,000
Penn Treaty Network America Insurance Company.....	\$ 275,000	\$ 275,000
Phico Insurance Company.....	\$ 600,000	\$ 600,000
Physicians Mutual Insurance Company.....	\$ 600,000	\$ 600,000
Physicians' Reciprocal Insurers Account #7.....	\$ 1,000,000	\$ 1,000,000
Pioneer Insurance Company.....	\$ 90,000	\$ 90,000
Premera Blue Cross.....	\$ 1,600,000	\$ 1,600,000
R.J.R. Reynolds.....	\$ 102,000	\$ 102,000
Republic Mutual Insurance Company.....	\$ 15,000	\$ 15,000
Salomon Smith Barney.....	\$ 1,600,000	\$ 1,600,000
Scor Life Re Convertible Program.....	\$ 450,000	\$ 450,000
Shell Pension Trust.....	\$ 217,000	\$ 217,000
Southern Farm Bureau Life Insurance.....	\$ 600,000	\$ 600,000

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Southern Farm Bureau Life Insurance Company.....	\$ 750,000	\$ 750,000
Standard Mutual Insurance Company.....	\$ 250,000	\$ 250,000
Starvest Combined Portfolio.....	\$ 655,000	\$ 655,000
Starvest Managed Portfolio.....	\$ 60,000	\$ 60,000
State National Insurance Company.....	\$ 100,000	\$ 100,000
State of Florida Division Treasury.....	\$ 1,575,000	\$ 1,575,000
State of Florida, Office of the Treasurer.....	\$ 3,000,000	\$ 3,000,000
State of Oregon/Equity.....	\$ 5,625,000	\$ 5,625,000
State Street Bank Custodian for GE Pension Trust.....	\$ 1,655,000	\$ 1,655,000
Syngenta AG.....	\$ 300,000	\$ 300,000
Texas Builders Insurance Company.....	\$ 130,000	\$ 130,000
Texas Hospital Insurance Exchange.....	\$ 25,000	\$ 25,000
The Cockrell Foundation.....	\$ 75,000	\$ 75,000
The Grable Foundation.....	\$ 135,000	\$ 135,000
The Northwestern Mutual Life Insurance Company.....	\$ 3,750,000	\$ 3,750,000
The Northwestern Mutual Life Insurance Company Group Annuity Separate Account.....	\$ 250,000	\$ 250,000
Transguard Insurance Company of America, Inc.....	\$ 900,000	\$ 900,000
Tuscarora Wayne Mutual Insurance Company.....	\$ 90,000	\$ 90,000
UBS AG London Branch.....	\$ 13,000,000	\$ 13,000,000
UBS O'Connor LLC F/B/O O'Connor Global Convertible Portfolio.....	\$ 500,000	\$ 500,000
UBS O'Connor LLC F/B/O/ UBS Global Equity Artibrage Master LTD.....	\$ 3,000,000	\$ 3,000,000
United National Insurance Company.....	\$ 700,000	\$ 700,000
Vesta-Inex Insurance Exchange IASA.....	\$ 500,000	\$ 500,000
Victory Capital Management as Investment Manager for Health Foundation of Greater Cincinnati.....	\$ 75,000	\$ 75,000
Victory Capital Management as Agent for the Charitable Convertible Securities Fund.....	\$ 645,000	\$ 645,000
Victory Capital Management as Agent for the Charitable Income Fund.....	\$ 105,000	\$ 105,000
Victory Capital Management as Agent for the EB Convertible Securities Fund.....	\$ 670,000	\$ 670,000
Victory Capital Management as Agent for the Field Foundation of Illinois.....	\$ 35,000	\$ 35,000
Victory Capital Management as Agent for the GenCorp Foundation.....	\$ 35,000	\$ 35,000
Victory Capital Management as Agent for the Key Trust Convertible Securities Fund.....	\$ 110,000	\$ 110,000
Victory Capital Management as Agent for the Key Trust Fixed Income Fund.....	\$ 160,000	\$ 160,000
Victory Capital Management as Agent for the Parker/Key Convertible.....	\$ 170,000	\$ 170,000
Victory Capital Management as Agent for the Union Security Life Insurance Co.....	\$ 40,000	\$ 40,000
Victory Capital Management as Agent for the Victory Convertible Securities Fdn...	\$ 575,000	\$ 575,000
Victory Capital Management as Agent		

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for the Victory Invest Quality Bond Fund.....	\$	85,000	\$	85,000
Victory Capital Management as Investment Manager for Potlatch.....	\$	325,000	\$	325,000
Victory Capital Management as Investment Manager for the California State Auto Assoc Inter-Insurance.....	\$	465,000	\$	465,000
Victory Capital Management as Investment Manager for the California State Auto Assoc Retirement Pension Plan.....	\$	75,000	\$	75,000
Victory Capital Management as Investment Manager for the JC Penney Life Insurance Co.....	\$	700,000	\$	700,000
West Virginia Fire Insurance Company.....	\$	10,000	\$	10,000
Western Home Insurance Company.....	\$	190,000	\$	190,000
Westward Life Insurance Company.....	\$	160,000	\$	160,000
White River Securities L.L.C.....	\$	3,000,000	\$	3,000,000
Wisconsin Lawyers Mutual Insurance Company.....	\$	200,000	\$	200,000
Wisconsin Mutual Insurance Company.....	\$	150,000	\$	150,000
World Insurance Company.....	\$	500,000	\$	500,000
Zazove Convertible Securities Fund Inc.....	\$	1,000,000	\$	1,000,000
Zazove Hedged Convertible Fund L.P.....	\$	1,500,000	\$	1,500,000
Zeneca Holdings Trust.....	\$	430,000	\$	430,000
Zurich Institutional Benchmarks Master Fund LTD.....	\$	1,000,000	\$	1,000,000

* This prospectus may also be used by the donees and pledgees of each named selling securityholder after the date of this prospectus.

** Lehman Brothers Inc. was an initial purchaser, and acted as lead underwriter in connection with the original sale, of the senior convertible debentures.