

FIRST AMERICAN CORP
Form 4
June 02, 2005

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 *
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)

06/01/2005

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 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)
			Code	V	Amount or Price		
Common Stock	06/01/2005		M		\$ 22,500	A	29,641
Common Stock	06/01/2005		S		\$ 39.78	D	29,341
Common Stock	06/01/2005		S		\$ 39.77	D	29,141
Common Stock	06/01/2005		S		\$ 39.76	D	28,541
Common Stock	06/01/2005		S		\$ 39.75	D	27,041

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Common Stock	06/01/2005	S	900	D	\$ 39.74	26,141	D
Common Stock	06/01/2005	S	200	D	\$ 39.73	25,941	D
Common Stock	06/01/2005	S	200	D	\$ 39.58	25,741	D
Common Stock	06/01/2005	S	3,500	D	\$ 39.57	22,241	D
Common Stock	06/01/2005	S	1,300	D	\$ 39.56	20,941	D
Common Stock	06/01/2005	S	300	D	\$ 39.55	20,641	D
Common Stock	06/01/2005	S	2,200	D	\$ 39.53	18,441	D
Common Stock	06/01/2005	S	100	D	\$ 39.52	18,341	D
Common Stock	06/01/2005	S	400	D	\$ 39.48	17,941	D
Common Stock	06/01/2005	S	300	D	\$ 39.47	17,641	D
Common Stock	06/01/2005	S	600	D	\$ 39.46	17,041	D
Common Stock	06/01/2005	S	100	D	\$ 39.45	16,941	D
Common Stock	06/01/2005	S	800	D	\$ 39.43	16,141	D
Common Stock	06/01/2005	S	100	D	\$ 39.42	16,041	D
Common Stock	06/01/2005	S	300	D	\$ 39.4	15,741	D
Common Stock	06/01/2005	S	200	D	\$ 39.39	15,541	D
Common Stock	06/01/2005	S	200	D	\$ 39.38	15,341	D
Common Stock	06/01/2005	S	200	D	\$ 39.36	15,141	D
Common Stock	06/01/2005	S	2,200	D	\$ 39.35	12,941	D
Common Stock	06/01/2005	S	500	D	\$ 39.34	12,441	D
	06/01/2005	S	200	D	\$ 39.33	12,241	D

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Common Stock									
Common Stock	06/01/2005		S	5,100	D	\$ 39.31	7,141	D	
Common Stock							3,682.884	I	By 401(k) Plan Trust <u>(1)</u>
Common Stock							615.983	I	By ESOP Trust <u>(2)</u>

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Director Stock (right to buy)	\$ 23.583	06/01/2005		M	22,500	04/23/1999 ⁽³⁾	04/23/2008	Common Stock	22,500
Employee Stock Option (right to buy)	\$ 10.75					02/24/2001 ⁽⁴⁾	02/24/2010	Common Stock	8,000
Employee Stock Option (right to buy)	\$ 27					12/14/2001 ⁽⁵⁾	12/14/2010	Common Stock	20,000
Employee Stock	\$ 18.08					12/13/2002 ⁽⁶⁾	12/13/2011	Common Stock	20,000

Option
(right to
buy)

Employee
Stock

Option \$ 16.5
(right to
buy)

07/23/2003⁽⁷⁾ 07/23/2012

Common
Stock 10,000

Employee
Stock

Option \$ 22.85
(right to
buy)

02/27/2004⁽⁸⁾ 02/27/2013

Common
Stock 50,000

Employee
Stock

Option \$ 30.56
(right to
buy)

02/26/2005⁽⁹⁾ 02/26/2014

Common
Stock 50,000

Employee
Stock

Option \$ 36.55
(right to
buy)

02/28/2006⁽¹⁰⁾ 02/28/2015

Common
Stock 50,000

Reporting Owners

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

Signatures

By: Jeffrey S. Robinson, Attorney In
Fact for 06/02/2005

__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).
 - (1) Amount shown consists of shares contributed by issuer as company match, shares purchased for my account and shares acquired through 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 4/23/99, the first anniversary of the grant.

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- (4) The option vests in five equal annual increments commencing 2/24/01, the first anniversary of the grant.
- (5) The option vests in five equal annual increments commencing 12/14/01, the first anniversary of the grant.
- (6) The option vests in five equal annual increments commencing 12/13/02, the first anniversary of the grant.
- (7) The option vests in five equal annual increments commencing 7/23/03, the first anniversary of the grant.
- (8) The option vests in five equal annual increments commencing 2/27/04, the first anniversary of the grant.
- (9) The option vests in five equal annual increments commencing 2/26/05, the first anniversary of the grant.
- (10) 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.

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