

KENNEDY PARKER S

Form 5

February 13, 2009

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
KENNEDY PARKER S

(Last) (First) (Middle)

1 FIRST AMERICAN WAY

(Street)

SANTA ANA, CA 92707

2. Issuer Name and Ticker or Trading
Symbol
FIRST AMERICAN CORP [FAF]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20084. 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)
CEO

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/15/2008	Â	G	914 A \$ 0	463,799	I	By Limited Partnership
Common Stock	12/15/2008	Â	G	914 A \$ 0	55,134	I	By Spouse Via Limited Partnership
Common Stock	Â	Â	Â	Â Â Â	49,227	D ⁽¹⁾	Â
Common Stock	Â	Â	Â	Â Â Â	11,419.951	I	By 401(k) Plan Trust

(2)

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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 13.13	Â	Â	Â	Â Â	02/24/2001 ⁽³⁾ 02/24/2010	Common Stock 40,000
Employee Stock Option (Right to Buy)	\$ 30.8	Â	Â	Â	Â Â	12/14/2001 ⁽⁴⁾ 12/14/2010	Common Stock 40,000
Employee Stock Option (Right to Buy)	\$ 19.2	Â	Â	Â	Â Â	12/13/2002 ⁽⁵⁾ 12/13/2011	Common Stock 40,000
Employee Stock Option (Right to Buy)	\$ 22.85	Â	Â	Â	Â Â	02/27/2004 ⁽⁶⁾ 02/27/2013	Common Stock 80,000
Employee Stock Option (Right to Buy)	\$ 30.56	Â	Â	Â	Â Â	02/26/2005 ⁽⁷⁾ 02/26/2014	Common Stock 80,000
	\$ 36.55	Â	Â	Â	Â Â	02/28/2006 ⁽⁸⁾ 02/28/2015	80,000

Employee
Stock
Option
(Right to
Buy)

Common
Stock

Employee
Stock
Option
(Right to
Buy)

\$ 47.49 Â

Â

Â

Â

Â

12/08/2006⁽⁹⁾

12/08/2015

Common
Stock

80,000

Reporting Owners

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

Signatures

/s/ Stacy S. Rentner, Attorney-in-Fact for Parker S.
Kennedy

02/13/2009

__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).

Includes 38,073 unvested restricted stock units remaining from an original grant of 45,373 restricted stock units on 3/5/07. Pursuant to the
(1) terms of the grant, the restricted stock units vest in five equal annual increments commencing on the first anniversary of the grant and accrue dividend equivalents in the form of additional restricted stock units.

Amount shown consists of shares contributed by issuer as company match, shares purchased for my account and shares acquired through
(2) 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). In addition, includes shares formerly reported as held for my account in the Employee Profit Sharing and Stock Ownership Plan (ESOP), which has been merged into the 401(k) Savings Plan.

(3) The option vests in five equal annual increments commencing 2/24/01, 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 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 provided 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.