MCKEE MICHAEL D

Form 4

December 21, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

response...

burden hours per

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Ad MCKEE MI	erson * 2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			First American Financial Corp [FAF]			(Check all applicable)			
(Last)	(First) (Mi	iddle) 3. Date of	Earliest Tra	insaction					
		(Month/Da	ay/Year)				_X_ Director		6 Owner
1 FIRST AMERICAN WAY 12/20/			2/20/2018				Officer (gives)	ve titleOth below)	er (specify
	4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check Applicable Line)			
	Filed(Mon	Filed(Month/Day/Year)							
SANTA AN	A, CA 92707	`	• /				_X_ Form filed by	One Reporting Po	
(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	Securit	ties Ac	quired, Disposed	of, or Beneficia	lly 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. SecurionAcquired Disposed (Instr. 3,	l (A) o l of (D)	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)
Common	12/20/2018		A	2,630	A	\$ 0	36,214	D (1) (2) (3)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Edgar Filing: MCKEE MICHAEL D - Form 4

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exercisal Expiration Date		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month Day/ Teal)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Yea e	ar)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Ex Exercisable Da	•	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer Other				
MCKEE MICHAEL D 1 FIRST AMERICAN WAY	X						
SANTA ANA, CA 92707							

Signatures

/s/ Greg L. Smith, Attorney-in-fact for Michael D. 12/21/2018 McKee

> **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 935 unvested Restricted Stock Units ("RSUs") acquired pursuant to an original grant of 2,541 RSUs, and shares acquired
- (1) through automatic dividend reinvestment, vesting in three equal annual increments commencing 2/23/17, the first anniversary of the grant.
- Includes 1,802 unvested RSUs acquired pursuant to an original grant of 1,750 RSUs, and shares acquired through automatic dividend reinvestment, vesting 2/21/19.
- (3) Includes 2,630 unvested RSUs acquired pursuant to a grant vesting 12/20/19.

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.

Reporting Owners 2