

FIRST AMERICAN CORP
Form 4
June 02, 2005

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 *
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	06/01/2005		M		22,500	A \$ 23.583	29,641	D	
Common Stock	06/01/2005		S		300	D \$ 39.78	29,341	D	
Common Stock	06/01/2005		S		200	D \$ 39.77	29,141	D	
Common Stock	06/01/2005		S		600	D \$ 39.76	28,541	D	
Common Stock	06/01/2005		S		1,500	D \$ 39.75	27,041	D	

Edgar Filing: FIRST AMERICAN CORP - Form 4

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

Edgar Filing: FIRST AMERICAN CORP - Form 4

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 ⁽¹⁾

Common Stock 615.983 I By ESOP
Trust ⁽²⁾

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)

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 Underlying Securities (Instr. 3 and 4)	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 10,0

Employee
Stock

Option \$ 22.85
(right to
buy)

02/27/2004⁽⁸⁾

02/27/2013

Common
Stock 50,0

Employee
Stock

Option \$ 30.56
(right to
buy)

02/26/2005⁽⁹⁾

02/26/2014

Common
Stock 50,0

Employee
Stock

Option \$ 36.55
(right to
buy)

02/28/2006⁽¹⁰⁾

02/28/2015

Common
Stock 50,0

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.

Edgar Filing: FIRST AMERICAN CORP - Form 4

- (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.

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.