

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-28**

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ISSUER

FIRST AMERICAN CORP

CIK: **36047** | IRS No.: **951068610** | State of Incorporation: **CA** | Fiscal Year End: **1231**
SIC: **6361** Title insurance

Mailing Address
1 FIRST AMERICAN WAY
SANTA ANA CA 92707

Business Address
1 FIRST AMERICAN WAY
SANTA ANA CA 92707
714-800-3000

REPORTING OWNER

NALLATHAMBI ANAND K

CIK: **1244324**
Type: **4** | Act: **34** | File No.: **001-13585** | Film No.: **05792435**

Mailing Address
1 FIRST AMERICAN WAY
SANTA ANA CA 92707

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| | | | | | | | | |
|-----------------------------------------------------------------------|---------|----------|-----------------------------------------------------------------------------------|--|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person NALLATHAMBI ANAND K | | | 2. Issuer Name and Ticker or Trading Symbol FIRST AMERICAN CORP [(FAF)] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President of Credit Info. | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 04/28/2005 | | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person | | |
| 12395 FIRST AMERICAN WAY (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | |
| POWAY, CA 92064 (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 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 | 04/28/2005 | | <u>M</u> | | 3,000 | A | \$10.75 | 10,350.79 | D | |
| Common Stock | 04/28/2005 | | <u>M</u> | | 5,000 | A | \$5.694 | 15,350.79 | D | |
| Common Stock | 04/28/2005 | | <u>S</u> | | 7,900 | D | \$35 | 7,450.79 | D | |
| Common Stock | 04/28/2005 | | <u>S</u> | | 100 | D | \$35.03 | 7,350.79 | D ⁽¹⁾ | |
| Common Stock | | | | | | | | 3,721.02 | I | By 401(k) Plan Trust ⁽²⁾ |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-----------------------------------------------------------------------------------------|-------|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Employee Stock Option | \$5.694 | 04/28/2005 | | <u>M</u> | | | 5,000 | 04/24/1997 ⁽³⁾ | 04/24/2006 | Common Stock | 5,000 | \$ 0 | 3,500 | D | |

| | | | | | | | | | | | | | | |
|--------------------------------------|----------|------------|--|----------|--|-------|---------------------------|------------|--------------|--------|------|--------|---|--|
| (right to buy) | | | | | | | | | | | | | | |
| Employee Stock Option (right to buy) | \$10.75 | 04/28/2005 | | <u>M</u> | | 3,000 | 02/24/2001 | 02/24/2010 | Common Stock | 3,000 | \$ 0 | 6,000 | D | |
| Employee Stock Option (right to buy) | \$23.583 | | | | | | 04/23/1999 ⁽⁴⁾ | 04/23/2008 | Common Stock | 15,000 | | 15,000 | D | |
| Employee Stock Option (right to buy) | \$18.08 | | | | | | 12/13/2002 ⁽⁵⁾ | 12/13/2011 | Common Stock | 20,000 | | 20,000 | D | |
| Employee Stock Option (right to buy) | \$16.5 | | | | | | 07/23/2003 ⁽⁶⁾ | 07/23/2012 | Common Stock | 10,000 | | 10,000 | D | |
| Employee Stock Option (right to buy) | \$22.85 | | | | | | 02/27/2004 ⁽⁷⁾ | 02/27/2013 | Common Stock | 50,000 | | 50,000 | D | |
| Employee Stock Option (right to buy) | \$30.56 | | | | | | 02/26/2005 ⁽⁸⁾ | 02/26/2014 | Common Stock | 50,000 | | 50,000 | D | |
| Employee Stock Option (right to buy) | \$36.55 | | | | | | 02/28/2006 ⁽⁹⁾ | 02/28/2015 | Common Stock | 50,000 | | 50,000 | D | |

Explanation of Responses:

1. Includes 1,940,792 shares acquired in connection with the issuer's Employee Stock Purchase Plan.
2. 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).
3. The option vests in five equal annual increments commencing 4/24/97, the first anniversary of the grant.
4. The option vests in five equal annual increments commencing 4/23/99, 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 7/23/03, the first anniversary of the grant.
7. The option vests in five equal annual increments commencing 2/27/04, the first anniversary of the grant.
8. The option vests in five equal annual increments commencing 2/26/05, the first anniversary of the grant.
9. The option vests in five equal annual increments commencing 2/28/06, the first anniversary of the grant.

Signatures

By: Kathleen M. Collins, Attorney In Fact for

** Signature of Reporting Person

05/02/2005

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.