

Livermore George Stone
 Form 4
 August 07, 2009

FORM 4

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

OMB APPROVAL

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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 *
 Livermore George Stone

2. Issuer Name and Ticker or Trading Symbol
 FIRST AMERICAN CORP [FAF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

4 FIRST AMERICAN WAY

3. Date of Earliest Transaction (Month/Day/Year)
 08/06/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Business Segment President

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SANTA ANA, CA 92707

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 08/06/2009 | | M | | 4,000 A \$ 19.1 | 61,416 | D (1) (2) (3) |
| Common Stock | 08/06/2009 | | M | | 4,500 A \$ 26.35 | 65,916 | D (1) (2) (3) |
| Common Stock | 08/06/2009 | | M | | 4,500 A \$ 26.35 | 70,416 | D (1) (2) (3) |
| Common Stock | 08/06/2009 | | S | | 13,000 D \$ 31.05 (4) | 57,416 | D (1) (2) (3) |
| Common Stock | | | | | | 1,938.285 | I By 401(k) (5) |

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Common Stock 40 I By Trust (6)

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

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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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 19.1 | 08/06/2009 | | M | 4,000 | 07/23/2003 07/23/2012 | | Common Stock | 4,000 |
| Employee Stock Option (Right to Buy) | \$ 26.35 | 08/06/2009 | | M | 4,500 | 03/12/2004 03/12/2013 | | Common Stock | 4,500 |
| Employee Stock Option (Right to Buy) | \$ 26.35 | 08/06/2009 | | M | 4,500 | 04/01/2004 04/01/2013 | | Common Stock | 4,500 |
| Employee Stock Option (Right to Buy) | \$ 45.86 | | | | | 08/26/2006 ⁽⁷⁾ 08/26/2015 | | Common Stock | 20,000 |
| Employee Stock Option (Right to Buy) | \$ 46.48 | | | | | 01/13/2007 ⁽⁸⁾ 01/13/2016 | | Common Stock | 12,500 |

Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Livermore George Stone 4 FIRST AMERICAN WAY SANTA ANA, CA 92707 | | | Business Segment President | |

Signatures

/s/ Jeffrey S. Robinson, Attorney-in-Fact for George Stone
Livermore

08/07/2009

__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).
- (1) Includes 17,375 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 20,968 restricted stock units vesting in five equal annual increments commencing 3/4/09, the first anniversary of the grant.
- (2) Includes 24,808 shares acquired pursuant to a grant of restricted stock units vesting in five equal annual increments commencing 3/4/10, the first anniversary of the grant.
- (3) Includes 8,047 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 12,693 restricted stock units vesting in five equal increments commencing 3/5/08, the first anniversary of the grant.
The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.01 to \$31.11, inclusive. The reporting person undertakes to provide to The First American Corporation, any security holder of The First American Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (4) 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).
- (5) The shares are held by the 1992 Livermore Family Trust, of which the reporting person serves as the trustee.
- (6) The option vests in five equal annual increments commencing 8/26/06, the first anniversary of the grant.
- (7) The option vests in five equal annual increments commencing 1/13/07, the first anniversary of the grant.
- (8) The option vests in five equal annual increments commencing 1/13/07, 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.