

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/15/2008                              | Â                                                           | G                                       | 914 A \$ 0                                                                 | 463,799                                                                                                      | I                                                                          | By Limited<br>Partnership                                         |
| Common<br>Stock                       | 12/15/2008                              | Â                                                           | G                                       | 914 A \$ 0                                                                 | 55,134                                                                                                       | I                                                                          | By Spouse<br>Via Limited<br>Partnership                           |
| Common<br>Stock                       | Â                                       | Â                                                           | Â                                       | Â Â Â                                                                      | 49,227                                                                                                       | D <sup>(1)</sup>                                                           | Â                                                                 |
| Common<br>Stock                       | Â                                       | Â                                                           | Â                                       | Â Â Â                                                                      | 11,419.951                                                                                                   | I                                                                          | By 401(k)<br>Plan 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 2270  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             |                                         | (A) (D)                                                                                                               | Date Exercisable<br>Expiration<br>Date                         | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 13.13                                                              | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | 02/24/2001 <sup>(3)</sup> 02/24/2010                           | Common<br>Stock 40,000                                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 30.8                                                               | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | 12/14/2001 <sup>(4)</sup> 12/14/2010                           | Common<br>Stock 40,000                                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 19.2                                                               | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | 12/13/2002 <sup>(5)</sup> 12/13/2011                           | Common<br>Stock 40,000                                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 22.85                                                              | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | 02/27/2004 <sup>(6)</sup> 02/27/2013                           | Common<br>Stock 80,000                                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 30.56                                                              | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | 02/26/2005 <sup>(7)</sup> 02/26/2014                           | Common<br>Stock 80,000                                              |
|                                                     | \$ 36.55                                                              | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | 02/28/2006 <sup>(8)</sup> 02/28/2015                           | 80,000                                                              |

Employee  
Stock  
Option  
(Right to  
Buy)

Common  
Stock

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 47.49     ^

^

^

^

^

12/08/2006<sup>(9)</sup>

12/08/2015

Common  
Stock

80,000

## Reporting Owners

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

## 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.