

VALDES MAX O
Form 4
March 05, 2013

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 *
VALDES MAX O

(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 Financial Corp [FAF]

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

03/01/2013

4. 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)

EVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/01/2013		F	1,981 D	\$ 24.37	76,356	D (1)
Common Stock	03/04/2013		F	9,852 D	\$ 24.37	66,504	D (1)
Common Stock	03/04/2013		A	30,262 A	\$ 0	96,766	D (2) (3) (4) (5) (6) (7) (8)

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

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Includes 8,233 unvested RSUs acquired pursuant to an original grant of 10,606 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal increments commencing 3/31/12, the first anniversary of the grant.

- (6) Includes 16,383 unvested RSUs acquired pursuant to an original grant of 21,458 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal increments commencing 3/1/13, the first anniversary of the grant made on 2/29/12.
- (7) Includes 12,310 unvested restricted stock units, acquired pursuant to a grant vesting in three equal annual increments commencing 3/4/14, the first anniversary of the grant.
- (8) Includes 17,952 unvested restricted stock units, acquired pursuant to a grant vesting in four equal annual increments commencing 3/4/14, 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.

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