

DEGIORGIO KENNETH D
Form 4
November 27, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DEGIORGIO KENNETH D

(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)

11/23/2012

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)

Executive Vice President

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	11/23/2012		M		10,480	\$ 11.32	304,197 D
Common Stock	11/23/2012		M		7,500	\$ 11.32	311,697 D
Common Stock	11/23/2012		M		41,323	\$ 20.4	353,020 D
Common Stock	11/23/2012		M		9,922	\$ 16.02	362,942 D
Common Stock	11/23/2012		M		33,771	\$ 13.63	396,713 D

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Common Stock	11/23/2012	S	102,996	D	\$ <u>23.5</u> (1)	293,717	D	
Common Stock	11/27/2012	M	2,980	A	\$ 11.32	296,697	D	
Common Stock	11/27/2012	M	5,258	A	\$ 20.4	301,955	D	
Common Stock	11/27/2012	M	57,618	A	\$ 16.02	359,573	D	
Common Stock	11/27/2012	S	65,856	D	\$ <u>23.5</u> (2)	293,717	D	(3) (4) (5) (6) (7) (8) (9)
Common Stock						119,724	I	By 401(k) Plan Trust (10)

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

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(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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 11.32	11/23/2012		M	10,480	03/12/2004 ⁽¹¹⁾ 03/12/2013	Common Stock	10,480
Employee Stock Option (Right to Buy)	\$ 11.32	11/23/2012		M	7,500	04/01/2004 ⁽¹²⁾ 04/01/2013	Common Stock	7,500
Employee Stock Option	\$ 20.4	11/23/2012		M	41,323	12/08/2006 ⁽¹³⁾ 12/08/2015	Common Stock	41,323

(Right to Buy)

Employee Stock

Option	\$ 16.02	11/23/2012	M	9,922	11/18/2009 ⁽¹⁴⁾	06/04/2013	Common Stock	9,922
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Employee Stock

Option	\$ 13.63	11/23/2012	M	33,771	11/18/2009 ⁽¹⁴⁾	12/22/2013	Common Stock	33,771
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Employee Stock

Option	\$ 11.32	11/27/2012	M	2,980	04/01/2004 ⁽¹²⁾	04/01/2013	Common Stock	2,980
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Employee Stock

Option	\$ 20.4	11/27/2012	M	5,258	12/08/2006 ⁽¹³⁾	12/08/2015	Common Stock	5,258
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Employee Stock

Option	\$ 16.02	11/27/2012	M	57,618	11/18/2009 ⁽¹⁴⁾	06/04/2013	Common Stock	57,618
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DEGIORGIO KENNETH D
1 FIRST AMERICAN WAY
SANTA ANA, CA 92707

Executive Vice President

Signatures

/s/ Greg L. Smith, Attorney-in-Fact for Kenneth D.
DeGiorgio

11/27/2012

**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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.50 to \$23.51, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and

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Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.50 to \$23.60, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, 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.

- (3) Includes 6,411 unvested restricted stock units ("RSUs") acquired in a pro rata distribution by The First American Corporation ("FAC") on account of an original grant of 12,121 FAC RSUs, of which 7,819 were unvested at the time of the distribution and shares acquired through automatic dividend reinvestment. The vesting schedule of the FAC RSUs, vesting in five equal annual increments commencing 3/4/09, the first anniversary of the grant, has been carried over to the issuer RSUs.

- (4) Includes 13,492 unvested RSUs acquired in a pro rata distribution by FAC on account of an original grant of 13,346 FAC RSUs, of which 11,077 were unvested at the time of the distribution and shares acquired through automatic dividend reinvestment. The vesting schedule of the FAC RSUs, vesting in five equal annual increments commencing 3/4/10, the first anniversary of the grant, has been carried over to the issuer RSUs.

- (5) Includes 28,778 unvested RSUs acquired in a pro rata distribution by FAC on account of an original grant of 19,620 FAC RSUs, of which 19,737 were unvested at the time of the distribution and shares acquired through automatic dividend reinvestment. The vesting schedule of the FAC RSUs, vesting in five equal annual increments commencing 3/3/11, the first anniversary of the grant, has been carried over to the issuer RSUs.

- (6) Includes 29,454 unvested RSUs acquired pursuant to an original grant of 28,594 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal increments commencing 3/3/12, the first anniversary of the grant. However, receipt of vested RSUs has been deferred five years, in each vesting instance.

- (7) Includes 22,107 unvested RSUs acquired pursuant to an original grant of 21,464 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal increments commencing 3/31/12, the first anniversary of the grant. However, receipt of vested RSUs has been deferred five years, in each vesting instance.

- (8) Includes 48,039 unvested RSUs acquired pursuant to an original grant of 47,434 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal increments commencing 2/28/13, the first anniversary of the grant.

- (9) Includes 103,573 unvested RSUs acquired pursuant to an original grant of 99,290 performance based restricted stock units and shares acquired through automatic dividend reinvestment, which vest in three equal annual increments commencing on 6/1/13, the third anniversary of the grant, pursuant to the Form of Restricted Stock Unit Award Agreement filed as Exhibit 10(i) to the issuer's Quarterly Report on Form 10-Q for the period ended June 30, 2010.

- (10) Amount shown consists of shares contributed by issuer as company match, shares purchased for the reporting person's 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).

- (11) The vesting schedule of the FAC option, vesting in five equal annual increments commencing 3/12/04, the first anniversary of the grant, has been carried over to the issuer options.

- (12) The vesting schedule of the FAC option, vesting in five equal annual increments commencing 4/1/04, the first anniversary of the grant, has been carried over to the issuer options.

- (13) The vesting schedule of the FAC option, vesting in five equal annual increments commencing 12/8/06, the first anniversary of the grant, has been carried over to the issuer options.

- (14) The vesting schedule of the FAC option, which fully vested on 11/18/09, has been carried over to the issuer options.

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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