

KENNEDY PARKER S
Form 5
February 13, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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

1. Name and Address of Reporting Person *
KENNEDY PARKER S

(Last) (First) (Middle)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

1 FIRST AMERICAN WAY

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SANTA ANA, CA 92707

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) (A) or (D) Price | | | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 12/15/2008 | Â | G | 914 | A | \$ 0 | 463,799 | I | By Limited Partnership |
| Common Stock | 12/15/2008 | Â | G | 914 | A | \$ 0 | 55,134 | I | By Spouse Via Limited Partnership |
| Common Stock | Â | Â | Â | Â | Â | Â | 49,227 | D ⁽¹⁾ | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 11,419.951 | I | By 401(k) Plan Trust |

(2)

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

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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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Employee Stock Option (Right to Buy) | \$ 13.13 | Â | Â | Â | Â | Â | 02/24/2001 ⁽³⁾ | 02/24/2010 | Common Stock | 40,000 |
| Employee Stock Option (Right to Buy) | \$ 30.8 | Â | Â | Â | Â | Â | 12/14/2001 ⁽⁴⁾ | 12/14/2010 | Common Stock | 40,000 |
| Employee Stock Option (Right to Buy) | \$ 19.2 | Â | Â | Â | Â | Â | 12/13/2002 ⁽⁵⁾ | 12/13/2011 | Common Stock | 40,000 |
| Employee Stock Option (Right to Buy) | \$ 22.85 | Â | Â | Â | Â | Â | 02/27/2004 ⁽⁶⁾ | 02/27/2013 | Common Stock | 80,000 |
| Employee Stock Option (Right to Buy) | \$ 30.56 | Â | Â | Â | Â | Â | 02/26/2005 ⁽⁷⁾ | 02/26/2014 | Common Stock | 80,000 |
| | \$ 36.55 | Â | Â | Â | Â | Â | 02/28/2006 ⁽⁸⁾ | 02/28/2015 | | 80,000 |

Employee
Stock
Option
(Right to
Buy)

Common
Stock

Employee
Stock
Option \$ 47.49 Â Â Â Â 12/08/2006⁽⁹⁾ 12/08/2015
(Right to
Buy)

Common
Stock 80,000

Reporting Owners

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

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 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.

(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). 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.