First American Financial Corp Form 4 March 22, 2013

FORM 4

OMB APPROVAL

5. Relationship of Reporting Person(s) to

(Cl- - -1- -11 - - -1: - -1-1-)

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

OMB 3235-0287 Number: January 31,

0.5

Check this box if no longer subject to Section 16.

Expires: 2005

Issuer

Estimated average burden hours per

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

response...

Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

First American Financial Corp [FAF]

See Instruction

Symbol

1(b).

(Print or Type Responses)

ARGYROS GEORGE L

1. Name and Address of Reporting Person *

			1 1150 7	That i meneral Corp [1711]					(Check all applicable)				
(Last) (First) (Middle)			dle) 3. Date	3. Date of Earliest Transaction						• •			
					Day/Year)					X Director 10% Owner			
1 FIRST AMERICAN WAY			03/20/	03/20/2013					Officer (give title Other (specify below)				
		(Street)		4. If An	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
				Filed(M	onth/Day/Year	r)				Applicable Line)			
	CANITA ANI	A CA 02707								_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	SANTA AN	A, CA 92707								Person			
	(City)	(State)	(Zi _I	p) Ta	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (ally Owned		
	1.Title of	2. Transaction			3.		4. Securi			5. Amount of	6. Ownership		
	Security (Instr. 3)	(Month/Day/Yo	· · ·	Execution Date, i	f Transacti Code		nAcquired Disposed			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
	(IIISU. 3)			any Month/Day/Year			(Instr. 3,			Owned	Indirect (I)	Ownership	
				•						Following (Instr. 4) (Instr. 4)			
								(A)		Reported Transaction(s)			
					C = V	7		or	ъ.	(Instr. 3 and 4)			
	Common				Code V		Amount	(D)	Price				
	Stock	03/20/2013			A		2,571	A	\$ 0	24,015	$D_{(1)}(2)(3)$		
												D _v , CI A	
	Common											By GLA Financial	
	Stock									7,900	I	Corp.	
	Stock											(corp.)	
	Common												
	Stock									106,800	I	By HBI (corp.)	
	Stock											•	
	C											By The	
	Common Stock									235,889	I	Argyros Family	
	SIOCK											Trust (4)	
												Trust <u>· · · · · · · · · · · · · · · · · · ·</u>	

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
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.							
Common Stock Reminder: Report on a separate line for each class of securities line.	125 peneficially owned directly or indirectly.	I	UGMA Custodial Account (6)				
Common Stock	1,700	I	By Trust For Benefit Of a Sibling (5)				
Common Stock	1,700	I	By Trust For Benefit Of a Sibling (5)				

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and	Securities	8. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 20.4					12/08/2006	12/08/2015	Common Stock	11,645	

Reporting Owners

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
ARGYROS GEORGE L 1 FIRST AMERICAN WAY SANTA ANA, CA 92707	X						

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Signatures

/s/ Greg L. Smith, attorney-in-fact for George L. Argyros

03/22/2013

**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 1,136 unvested restricted stock units ("RSUs") acquired pursuant to an original grant of 3,247 RSUs and shares acquired through automatic dividend reinvestment, which vest in three equal annual increments commencing 3/21/12, the first anniversary of the grant.
- (2) Includes 2,798 unvested RSUs, acquired pursuant to an original grant of 4,102 RSUs, and shares acquired through automatic dividend reinvestment, vesting in three equal annual increments commencing 3/20/13, the first anniversary of the grant.
- (3) Includes 2,571 unvested RSUs, acquired pursuant to a grant vesting in three equal annual increments commencing 3/20/2014, the first anniversary of the grant.
- (4) The shares are held by the reporting person as a trustee of the revocable Argyros Family Trust for the benefit of the reporting person's family members.
- Includes shares previously owned indirectly through a trust for the benefit of the reporting person's parents ("Parent Trust"). Pursuant to (5) its terms, the Parent Trust automatically split on 9/7/12 into two different trusts for the benefit of the reporting person's siblings, holding an equal number of the issuer's shares. The reporting person serves as trustee.
- (6) The shares are held by the reporting person as custodian of a custodial account established under the Uniform Gifts to Minors Act, for the benefit of the reporting person's grandson.

Remarks:

Exhibits: Exhibit A - Power of Attorney

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.

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