

KENNEDY PARKER S
Form 5
February 13, 2009

FORM 5

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

OMB APPROVAL

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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) (Instr. 3, 4 and 5)			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)
				(A)	or	Price			
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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(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

