

NALLATHAMBI ANAND K
Form 4
November 13, 2009

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 *
NALLATHAMBI ANAND K

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12395 FIRST AMERICAN WAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Business Segment President

POWAY, CA 92064

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (D) or Price (A) | | |
| Common Stock | 11/10/2009 | | A | | 48,200 <u>(1)</u> | A | <u>(2)</u> 55,733.483 D <u>(3)</u> |
| Common Stock | | | | | 4,366.927 | I | By 401(k) Plan Trust <u>(4)</u> |

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

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SEC 1474 (9-02)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 19.2 | | | | | 12/13/2002 ⁽⁵⁾ | 12/13/2011 | Common Stock | 15,000 |
| Employee Stock Option (Right to Buy) | \$ 19.1 | | | | | 07/23/2003 ⁽⁶⁾ | 07/23/2012 | Common Stock | 10,000 |
| Employee Stock Option (Right to Buy) | \$ 22.85 | | | | | 02/27/2004 ⁽⁷⁾ | 02/27/2013 | Common Stock | 30,000 |
| Employee Stock Option (Right to Buy) | \$ 30.56 | | | | | 02/26/2005 ⁽⁸⁾ | 02/26/2014 | Common Stock | 20,000 |
| Employee Stock Option (Right to Buy) | \$ 36.55 | | | | | 02/28/2006 ⁽⁹⁾ | 02/28/2015 | Common Stock | 30,000 |
| Employee Stock Option (Right to Buy) | \$ 47.49 | | | | | 12/08/2006 ⁽¹⁰⁾ | 12/08/2015 | Common Stock | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NALLATHAMBI ANAND K 12395 FIRST AMERICAN WAY POWAY, CA 92064 | | | Business Segment President | |

Signatures

/s/ Stacy S. Rentner, Attorney-in-Fact for Anand K.
Nallathambi

11/13/2009

__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).
- (1) Shares of the issuer received in exchange for Class A common stock of First Advantage Corporation tendered to the issuer pursuant to the registered exchange offer commenced by the issuer on October 9, 2009, which expired on November 10, 2009.
 - (2) The consideration received in the exchange offer was 0.58 of a common share of the issuer for each share of Class A common stock of First Advantage Corporation, plus cash in lieu of any fractional share.
 - (3) Includes 2,123.483 shares acquired in connection with the issuer's Employee Stock Purchase Plan.
 - (4) Amount shown consists of issuer shares held in the reporting person's First Advantage Corporation 401(k) savings plan account.
 - (5) The option vests in five equal annual increments commencing 12/13/02, the first anniversary of the grant.
The acquisition transaction and the disposition transaction referencing this footnote involved an amendment of an outstanding option,
 - (6) resulting in the deemed cancellation (disposition) of the old option and the grant (acquisition) of a replacement option. The option was originally granted on 7/23/02 and provides for vesting in five equal installments commencing on 7/23/03.
 - (7) The option vests in five equal annual increments commencing 2/27/04, the first anniversary of the grant.
 - (8) The option vests in five equal annual increments commencing 2/26/05, the first anniversary of the grant.
 - (9) The option vests in five equal annual increments commencing 2/28/06, the first anniversary of the grant.
 - (10) The option vests in five equal annual increments commencing 7/23/2003, the first anniversary of the grant.

Remarks:

Exhibit List: Exhibit 24 - 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.