#### **DOUGLAS LEWIS WILLIAM**

Form 4

March 22, 2012

# FORM 4

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

**OMB** Number:

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

Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

Form 4 or

subject to

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DOUGLAS LEWIS WILLIAM			2. Issuer Name <b>and</b> Ticker or Trading Symbol				g	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		First American Financial Corp [FAF]			(Check all applicable)					
(Last) (First) (Middle)  1 FIRST AMERICAN WAY		(N	3. Date of Earliest Transaction (Month/Day/Year) 03/20/2012					X Director 10% Owner Officer (give title Other (specify			
Trikst AMERICAN WAT		0.	03/20/2012					below) below)			
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
SANTA ANA, CA 92707			Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (	(Zip)	Table	I - Non-De	arivativa (	Socuri	tios Acc	quired, Disposed	of or Ronaficia	lly Owned	
1.Title of	2. Transaction Date	2A Daama		3.			iies Acc	5. Amount of	6. Ownership	•	
Security (Instr. 3)	(Month/Day/Year)	Execution I any (Month/Day	on Date, if TransactionAcquired (A) or Code Disposed of (D)		))	Securities Form: Direct In Beneficially (D) or Be Owned Indirect (I) O		Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	03/20/2012			A	4,102	A	\$0	42,311	D (1) (2) (3)		
Common Stock								570	I	By Spouse	
Common Stock								11,016	I	By Trust	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. F Der Sec (Ins
				Code V	(Instr. 3, 4, and 5)  (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					
	D' (	1007 0	O.C.	0.1		

Director 10% Owner Officer Other

**DOUGLAS LEWIS WILLIAM** 1 FIRST AMERICAN WAY X SANTA ANA, CA 92707

### **Signatures**

/s/ Jeffrey S. Robinson, attorney-in-fact for Lewis W. Douglas

03/22/2012

\*\*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).
- Includes 1,400 unvested restricted stock units ("RSUs") acquired in a pro rata distribution by The First American Corporation ("FAC") on account of an original grant of 1,731 FAC RSUs, of which 1,741 were unvested at the time of the distribution and shares acquired through automatic dividend reinvestment. The vesting schedule of the FAC RSUs, vesting in three equal annual increments commencing 3/3/2011, the first anniversary of the grant, has been carried over to the issuer RSUs.
- Includes 2,204 unvested RSUs acquired pursuant to an original grant of 3,247 RSUs and shares acquired through automatic dividend **(2)** reinvestment, which vest in three equal annual increments commencing 3/21/12, the first anniversary of the grant.
- (3) Includes 4,102 unvested RSUs, vesting in three equal annual increments commencing 3/20/13, the first anniversary of the grant.

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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