

FIRST AMERICAN CORP
Form 3
May 27, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â WALKER DAVID F | | (Month/Day/Year) | FIRST AMERICAN CORP [FAF] | |
| (Last) | (First) | (Middle) | 05/18/2010 | |
| 1 FIRST AMERICAN WAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SANTA ANA,Â CAÂ 92707 | | | <input checked="" type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) | (specify below) |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 6,320 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|---------------------------|------------|-----------------|--------|-------------------------|-------------------|---|
| Nonemployee Director Stock Option (Right to Buy) ⁽¹⁾ | 11/18/2009 ⁽²⁾ | 11/18/2010 | Common Stock | 1,450 | \$ 34.75 ⁽³⁾ | D | Â |
| Nonemployee Director Stock Option (Right to Buy) ⁽¹⁾ | 11/18/2009 ⁽²⁾ | 11/18/2010 | Common Stock | 2,900 | \$ 37.33 ⁽³⁾ | D | Â |
| Nonemployee Director Stock Option (Right to Buy) ⁽¹⁾ | 11/18/2009 ⁽²⁾ | 11/18/2010 | Common Stock | 1,450 | \$ 43.33 ⁽³⁾ | D | Â |
| Nonemployee Director Stock Option (Right to Buy) ⁽¹⁾ | 11/18/2009 ⁽²⁾ | 11/18/2010 | Common Stock | 1,450 | \$ 48.16 ⁽³⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WALKER DAVID F 1 FIRST AMERICAN WAY SANTA ANA, CA 92707 | Â X | Â | Â | Â |

Signatures

/s/ Stacy S. Rentner, Attorney-in-Fact for David F. Walker 05/27/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Stock option received in exchange for an option to acquire Class A common stock of First Advantage Corporation in connection with the merger of a wholly owned subsidiary of the issuer into First Advantage Corporation on November 18, 2009.
- (2) Pursuant to the terms of the First Advantage Corporation 2003 Incentive Compensation Plan, the option became fully exercisable immediately prior to the merger.
- (3) The exercise price is equal to the exercise price of the assumed option to acquire Class A common stock of First Advantage Corporation, divided by the exchange ratio 0.58.

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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.