

FIRST AMERICAN CORP
 Form 4
 May 11, 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 *
SANDO BARRY M

(Last) (First) (Middle)

1 FIRST AMERICAN WAY

(Street)

WESTLAKE, TX 76262

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FIRST AMERICAN CORP [FAF]

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

05/06/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Business Segment President

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/06/2009		M		4,000 A \$ 19.2	56,508	D
Common Stock	05/06/2009		S		4,000 D \$ 25.24 (1)	52,508	D
Common Stock	05/08/2009		M		16,000 A \$ 19.2	68,508	D
Common Stock	05/08/2009		S		16,000 D \$ 25.61 (2)	52,508	D (3) (4) (5)
						5,268.112	I

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Common
Stock

By 401(k)
Plan Trust
(6)

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 19.2	05/06/2009		M	4,000	12/13/2002 ⁽⁷⁾ 12/13/2011	Common Stock	4,000	
Employee Stock Option (Right to Buy)	\$ 19.2	05/08/2009		M	16,000	12/13/2002 ⁽⁷⁾ 12/13/2011	Common Stock	16,000	
Employee Stock Option (Right to Buy)	\$ 30.8					12/14/2001 ⁽⁸⁾ 12/14/2010	Common Stock	4,000	
Employee Stock Option (Right to Buy)	\$ 19.1					07/23/2003 ⁽⁹⁾ 07/23/2012	Common Stock	10,000	
Employee Stock Option (Right to Buy)	\$ 22.85					02/27/2004 ⁽¹⁰⁾ 02/27/2013	Common Stock	50,000	

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- Amount shown consists of shares contributed by issuer as company match, shares purchased for my account and shares acquired through automatic reinvestment of dividends paid as reported in most recent account statement in transactions exempt under rules 16a-3(f)(1)(i)(B) and 16b-3(c).
- (6) Amount shown consists of shares contributed by issuer as company match, shares purchased for my account and shares acquired through automatic reinvestment of dividends paid as reported in most recent account statement in transactions exempt under rules 16a-3(f)(1)(i)(B) and 16b-3(c).
 - (7) The option vests in five equal annual increments commencing 12/13/02, the first anniversary of the grant.
 - (8) The option vests in five equal annual increments commencing 12/14/01, the first anniversary of the grant.
 - (9) The option vests in five equal annual increments commencing 7/23/03, the first anniversary of the grant.
 - (10) The option vests in five equal annual increments commencing 2/27/04, the first anniversary of the grant.
 - (11) The option vests in five equal annual increments commencing 2/26/05, the first anniversary of the grant.
 - (12) The option vests in five equal annual increments commencing 2/28/06, the first anniversary of the grant.
 - (13) The option vests in five equal annual increments commencing 12/8/06, 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.

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