

GILMORE DENNIS J
Form 4
June 03, 2010

FORM 4

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

OMB APPROVAL

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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 *
GILMORE DENNIS J

(Last) (First) (Middle)

1 FIRST AMERICAN WAY

(Street)

SANTA ANA, CA 92707

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

First American Financial Corp [FAF]

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

06/01/2010

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)

Chief Executive Officer

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 Ownership (Instr. 4)
			Code V	Amount or Price			
Common Stock	06/01/2010		A	212,765 (1)	\$ 0 548,641	D	(1) (2) (3) (4) (5) (6)
Common Stock					2,099,934	I	By 401(k) Plan Trust (7)

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

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(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) ⁽⁸⁾	\$ 13.23 ⁽⁹⁾					12/14/2001 ⁽¹⁰⁾	12/14/2010	Common Stock	46,581
Employee Stock Option (Right to Buy) ⁽⁸⁾	\$ 8.25 ⁽⁹⁾					12/13/2002 ⁽¹¹⁾	12/13/2011	Common Stock	18,632
Employee Stock Option (Right to Buy) ⁽⁸⁾	\$ 8.21 ⁽⁹⁾					07/23/2003 ⁽¹²⁾	07/23/2012	Common Stock	13,974
Employee Stock Option (Right to Buy) ⁽⁸⁾	\$ 9.82 ⁽⁹⁾					02/27/2004 ⁽¹³⁾	02/27/2013	Common Stock	116,452
Employee Stock Option (Right to Buy) ⁽⁸⁾	\$ 13.13 ⁽⁹⁾					02/26/2005 ⁽¹⁴⁾	02/26/2014	Common Stock	116,453
Employee Stock Option (Right to Buy) ⁽⁸⁾	\$ 15.7 ⁽⁹⁾					02/28/2006 ⁽¹⁵⁾	02/28/2015	Common Stock	139,744
Employee Stock	\$ 20.4 ⁽⁹⁾					12/08/2006 ⁽¹⁶⁾	12/08/2015	Common Stock	139,744

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The vesting schedule of the FAC option, vesting in five equal annual increments commencing 12/14/01, the first anniversary of the grant, has been carried over to the issuer options.

- (11) The vesting schedule of the FAC option, vesting in five equal annual increments commencing 12/13/02, the first anniversary of the grant, has been carried over to the issuer options.
- (12) The vesting schedule of the FAC option, vesting in five equal annual increments commencing 7/23/03, the first anniversary of the grant, has been carried over to the issuer options.
- (13) The vesting schedule of the FAC option, vesting in five equal annual increments commencing 2/27/04, the first anniversary of the grant, has been carried over to the issuer options.
- (14) The vesting schedule of the FAC option, vesting in five equal annual increments commencing 2/26/05, the first anniversary of the grant, has been carried over to the issuer options.
- (15) The vesting schedule of the FAC option, vesting in five equal annual increments commencing 2/28/06, the first anniversary of the grant, has been carried over to the issuer options.
- (16) The vesting schedule of the FAC option, vesting in five equal annual increments commencing 12/8/06, the first anniversary of the grant, has been carried over to the issuer options.
- (17) The number of options acquired is equal to the number of FAC options held by the reporting person multiplied by $\$32.84/\14.10 , which represents the last FAC trading price divided by the when-issued trading price of the issuer on June 1, 2010.

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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