

DOUGLAS LEWIS WILLIAM
Form 4
March 23, 2011

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
DOUGLAS LEWIS WILLIAM

(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)

03/21/2011

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------------|---|--|---|
| | | | | (A) or (D) | Amount or Price | | | |
| Common Stock | 03/21/2011 | | A | V | 3,247 | A \$ 0 | 38,073 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> |
| 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.

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the issuer RSUs.

- (4) Includes 3,247 shares acquired pursuant to a grant of RSUs vesting in three equal annual increments commencing 3/21/12, the first anniversary of the grant.
The number of RSUs acquired in the distribution is equal to the number of unvested FAC RSUs held by the reporting person at the time of the distribution 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.
- (6) Option acquired in a pro rata distribution by FAC.
- (7) The exercise price is equal to the exercise price of the FAC option held by the reporting person multiplied by $\$14.10/\32.84 , which represents the when-issued trading price of the issuer on June 1, 2010 divided by the last FAC trading price.
- (8) 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. 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.