

KENNEDY PARKER S

Form 4

March 02, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
KENNEDY PARKER S

(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 CORP [(FAF)]**3. Date of Earliest Transaction
(Month/Day/Year)**02/28/2007**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)

CEO

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)
				(A) or (D)			
			Code	V	Amount		Price

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Se (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
				(A)	(D)			
Employee Stock Option (right to buy)	\$ 29.54	02/28/2007	A ⁽¹⁾	30,000		⁽¹⁾	04/23/2008	Common Stock
Employee Stock Option (right to buy)	\$ 23.583	02/28/2007	D ⁽¹⁾		30,000	04/23/1999 ⁽¹⁾	04/23/2008	Common Stock
Employee Stock Option (right to buy)	\$ 13.13	02/28/2007	A ⁽²⁾	40,000		⁽²⁾	02/24/2010	Common Stock
Employee Stock Option (right to buy)	\$ 10.75	02/28/2007	D ⁽²⁾		40,000	02/24/2001 ⁽²⁾	02/24/2010	Common Stock
Employee Stock Option (right to buy)	\$ 30.8	02/28/2007	A ⁽³⁾	40,000		⁽³⁾	12/14/2010	Common Stock
Employee Stock Option (right to buy)	\$ 27	02/28/2007	D ⁽³⁾		40,000	12/14/2001 ⁽³⁾	12/14/2010	Common Stock
Employee Stock Option (right to buy)	\$ 19.2	02/28/2007	A ⁽⁴⁾	40,000		⁽⁴⁾	12/13/2011	Common Stock
Employee Stock Option (right to buy)	\$ 18.08	02/28/2007	D ⁽⁴⁾		40,000	12/13/2002 ⁽⁴⁾	12/13/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNEDY PARKER S 1 FIRST AMERICAN WAY SANTA ANA, CA 92707	X		CEO	

Signatures

By: Jeffrey S. Robinson, Attorney In
Fact for 02/28/2007

__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).

The acquisition transaction and the disposition transaction referencing this footnote involved an amendment of an outstanding option,
(1) resulting in the deemed cancellation (disposition) of the old option and the grant (acquisition) of a replacement option. The option was originally granted on 4/23/98 and provides for vesting in five equal installments commencing on 4/23/99.

The acquisition transaction and the disposition transaction referencing this footnote involved an amendment of an outstanding option,
(2) resulting in the deemed cancellation (disposition) of the old option and the grant (acquisition) of a replacement option. The option was originally granted on 2/24/00 and provides for vesting in five equal installments commencing on 2/24/01.

The acquisition transaction and the disposition transaction referencing this footnote involved an amendment of an outstanding option,
(3) resulting in the deemed cancellation (disposition) of the old option and the grant (acquisition) of a replacement option. The option was originally granted on 12/14/00 and provides for vesting in five equal installments commencing on 12/14/01.

The acquisition transaction and the disposition transaction referencing this footnote involved an amendment of an outstanding option,
(4) resulting in the deemed cancellation (disposition) of the old option and the grant (acquisition) of a replacement option. The option was originally granted on 12/13/01 and provides for vesting in five equal installments commencing on 12/13/02.

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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