

McMahon Frank Vincent
 Form 4
 April 22, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 McMahon Frank Vincent

(Last) (First) (Middle)

4 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)

04/21/2009

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)

CEO-Information Solutions Grp.

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)
Common Stock	04/21/2009		S ⁽¹⁾	5,000 D	\$ 29 152,481.662	D ⁽²⁾ ⁽³⁾ ⁽⁴⁾ <u>(5)</u> <u>(6)</u>	

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

Persons who respond to the collection of 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)

Edgar Filing: McMahon Frank Vincent - Form 4

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	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)	\$ 39.16					03/31/2007 ⁽⁷⁾	03/31/2016	Common Stock	300,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McMahon Frank Vincent 4 FIRST AMERICAN WAY SANTA ANA, CA 92707	CEO-Information Solutions Grp.

Signatures

/s/ Stacy S. Rentner, Attorney-in-Fact for Frank Vincent McMahon 04/22/2009

**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).
- (1) This sale was executed pursuant to the reporting person's 10b5-1 trading plan.
- (2) Includes 2,614,662 shares acquired in connection with the issuer's Employee Stock Purchase Plan.
- (3) Includes 32,254 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 31,994 restricted stock units vesting in five equal annual increments commencing 3/4/10, the first anniversary of the grant.
- (4) Includes 33,538 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 40,151 restricted stock units vesting in five equal annual increments commencing 3/4/09, the first anniversary of the grant.
- (5) Includes 21,143 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 33,046 restricted stock units vesting in five equal annual increments commencing 3/5/08, the first anniversary of the grant.
- (6) Includes 14,476 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 33,334 restricted stock units vesting in five equal annual increments commencing 3/31/07, the first anniversary of the grant.
- (7) The option vests in five equal annual increments commencing 3/31/07, the first anniversary of the grant.

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.