

KENNEDY DONALD PARKER
 Form 5
 February 08, 2006

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
KENNEDY DONALD PARKER
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
FIRST AMERICAN CORP [(FAF)]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

1 FIRST AMERICAN WAY
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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

SANTA ANA, CA 92707
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| Common Stock | 12/24/2005 | ^ | G | 5,040 D | \$ 0 | 1,858,399 I | By Limited Partnership |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 3,440 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 22,545 | I | By Spouse via Limited Partnership |

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

SEC 2270 (9-02)

the form displays a currently valid OMB control number.

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 5.694 | Â | Â | Â | Â | Â | 04/24/1997 ⁽¹⁾ | 04/24/2006 | Common Stock | 2,205 |
| Employee Stock Option (right to buy) | \$ 23.583 | Â | Â | Â | Â | Â | 04/23/1999 ⁽²⁾ | 04/23/2008 | Common Stock | 30,000 |
| Employee Stock Option (right to buy) | \$ 10.75 | Â | Â | Â | Â | Â | 02/24/2001 ⁽³⁾ | 02/24/2010 | Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 27 | Â | Â | Â | Â | Â | 12/14/2001 ⁽⁴⁾ | 12/14/2010 | Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 18.08 | Â | Â | Â | Â | Â | 12/13/2002 ⁽⁵⁾ | 12/13/2011 | Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 47.49 | Â | Â | Â | Â | Â | 12/08/2006 ⁽⁶⁾ | 12/08/2015 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KENNEDY DONALD PARKER 1 FIRST AMERICAN WAY SANTA ANA, CA 92707 | X | A | A | A |

Signatures

By: Jeffrey S. Robinson, Attorney In Fact for 02/08/2006

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) The option vests in five equal annual increments commencing 4/24/97, the first anniversary of the grant.
 - (2) The option vests in five equal annual increments commencing 4/23/99, the first anniversary of the grant.
 - (3) The option vests in five equal annual increments commencing 2/24/01, the first anniversary of the grant.
 - (4) The option vests in five equal annual increments commencing 12/14/01, the first anniversary of the grant.
 - (5) The option vests in five equal annual increments commencing 12/13/02, the first anniversary of the grant.
 - (6) 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 provided 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.