

FIRST AMERICAN CORP
Form 4/A
August 01, 2005

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 *
KENNEDY DONALD PARKER

(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)

07/29/2005

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

08/01/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chairman Emeritus

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)
			Code	V Amount (A) or (D) Price			
Common Stock	07/29/2005		S	8,000 D \$ 44	1,895,539	I	By Limited Partnership
Common Stock	07/29/2005		S	1,800 D \$ 43.99	1,893,739	I	By Limited Partnership
Common Stock	07/29/2005		S	400 D \$ 43.98	1,893,339	I	By Limited Partnership
Common Stock	07/29/2005		S	3,900 D \$ 43.96	1,889,439	I	By Limited Partnership
Common Stock	07/29/2005		S	6,500 D \$ 43.95	1,882,939	I	By Limited Partnership

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Common Stock	07/29/2005		S	2,000	D	\$ 43.94	1,880,939	I	By Limited Partnership
Common Stock	07/29/2005		S	800	D	\$ 43.92	1,880,139	I	By Limited Partnership
Common Stock	07/29/2005		S	100	D	\$ 43.91	1,880,039	I	By Limited Partnership
Common Stock	07/29/2005		S	1,600	D	\$ 43.9	1,878,439	I	By Limited Partnership
Common Stock	07/29/2005		S	600	D	\$ 43.81	1,877,839	I	By Limited Partnership
Common Stock	07/29/2005		S	9,800	D	\$ 43.8	1,868,039	I	By Limited Partnership
Common Stock	07/29/2005		S	500	D	\$ 43.79	1,867,539	I	By Limited Partnership
Common Stock	07/29/2005		S	200	D	\$ 43.78	1,867,339	I	By Limited Partnership
Common Stock	07/29/2005		S	100	D	\$ 43.77	1,867,239	I	By Limited Partnership
Common Stock	07/29/2005		S	600	D	\$ 43.76	1,866,639	I	By Limited Partnership
Common Stock	07/29/2005		S	2,700	D	\$ 43.75	1,863,939	I	By Limited Partnership
Common Stock	07/29/2005		S	500	D	\$ 43.74	1,863,439	I	By Limited Partnership <u>(1)</u>
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.

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		Code	V				
Employee Stock Option (right to buy)	\$ 5.694			04/24/1997 ⁽²⁾	04/24/2006	Common Stock	2,205
Employee Stock Option (right to buy)	\$ 23.583			04/23/1999 ⁽³⁾	04/23/2008	Common Stock	30,000
Employee Stock Option (right to buy)	\$ 10.75			02/24/2001 ⁽⁴⁾	02/24/2010	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 27			12/14/2001 ⁽⁵⁾	12/14/2010	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 18.08			12/13/2002 ⁽⁶⁾	12/13/2011	Common Stock	10,000

Reporting Owners

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

Signatures

By: Jeffrey S. Robinson, Attorney In Fact for
08/01/2005

__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 reporting person withdrew the subject shares from the limited partnership to the D&D Kennedy Revocable Trust dated January 27, 1988 prior to the sales reported on this form.
- (2) The option vests in five equal annual increments commencing 4/24/97, the first anniversary of the grant.
- (3) The option vests in five equal annual increments commencing 4/23/99, the first anniversary of the grant.
- (4) The option vests in five equal annual increments commencing 2/24/01, the first anniversary of the grant.
- (5) The option vests in five equal annual increments commencing 12/14/01, the first anniversary of the grant.
- (6) The option vests in five equal annual increments commencing 12/13/02, the first anniversary of the grant.

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.