SKILLING DAVID VAN
Form 4
March 04, 2010

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SKILLING DAVID VAN

(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)
03/03/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	03/03/2010		A		1,731	A	$ 0	39,601	D (1) (2) (3) (4)	

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonemployee Director Stock Option (Right to Buy)	$ 47.49							12/08/2006[5]	12/08/2015	Common Stock	5,000
Nonemployee Director Stock Option (Right to Buy) [6]	$ 43.33 [7]							11/18/2009[8]	11/18/2010	Common Stock	1,450
Nonemployee Director Stock Option (Right to Buy) [6]	$ 48.59 [7]							11/18/2009[8]	11/18/2010	Common Stock	2,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SKILLING DAVID VAN 1 FIRST AMERICAN WAY SANTA ANA, CA 92707	X			

Signatures

/s/ Jeffrey S. Robinson, Attorney-in-Fact for David Van Skilling	03/04/2010
**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) Includes 1,731 shares acquired pursuant to a grant of restricted stock units vesting in three equal annual increments commencing 3/3/11, the first anniversary of the grant.

(2) Includes 2,565 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 2,489 restricted stock units vesting in three equal annual increments commencing 3/4/10, the first anniversary of the grant.

(3) Includes 1,208 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 1,707 restricted stock units vesting in three equal annual increments commencing 6/20/09, the first anniversary of the grant.

(4) Includes 380 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 1,049 restricted stock units vesting in three equal annual increments commencing 3/5/08, the first anniversary of the grant.

(5) The option vested 12/8/06, the first anniversary of the grant.

(6) Stock option received in exchange for an option to acquire Class A common stock of First Advantage Corporation in connection with the merger of a wholly owned subsidiary of the issuer into First Advantage Corporation on November 18, 2009.

(7) The exercise price is equal to the exercise price of the assumed option to acquire Class A common stock of First Advantage Corporation, divided by the exchange ratio 0.58.

(8) Pursuant to the terms of the First Advantage Corporation 2003 Incentive Compensation Plan, the option became fully exercisable immediately prior to the merger.

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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