Seaton Mark Edward Form 4 March 23, 2011

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Expires: January 31, 2005

5. Relationship of Reporting Person(s) to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

| Seaton Mari | Symbol | nerican Fi | | | | Issuer (Check all applicable) | | | | | |
|---|---|---------------|---|---|-----|---|-------------|--|---|---|--|
| (Last) (First) (Middle) 1 FIRST AMERICAN WAY | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/21/2011 | | | | | Director 10% Owner Other (specify below) | | | |
| SANTA AN | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | Senior Vice President 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) | (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Dat (Month/Day/Year) | Execution any | | 3. Transaction Code (Instr. 8) | , | | d of (D) | 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) | |
| Common Stock | 03/21/2011 | | | F | 188 | (D) | \$ 17.06 | 6,749 | D (1) | | |
| Common Stock | 03/22/2011 | | | F | 49 | D | \$ 16.73 | 6,700 | $ \begin{array}{c} D \underbrace{(1)}_{(4)} \underbrace{(2)}_{(5)} \underbrace{(3)}_{(6)} \end{array} $ | | |

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

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SEC 1474

(9-02)

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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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|-----------------|--------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onNumber | Expiration D | ate | Amoun | t of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ies | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A manuat | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | Or Number | | |
| | | | | | | Exercisable | Date | Title Nun of | Number | | |
| | | | | C + V | (A) (D) | | | | | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Seaton Mark Edward 1 FIRST AMERICAN WAY SANTA ANA, CA 92707

Senior Vice President

Signatures

/s/ Greg L. Smith, Attorney-in-Fact for Mark E. Seaton

03/23/2011

**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) Payment of tax liability by withholding securities incident to the vesting of restricted stock units.
- Includes 183 unvested restricted stock units ("RSUs") acquired on June 1, 2010 in a pro rata distribution by The First American Corporation ("FAC") on account of an original grant of 197 FAC RSUs, of which 79 were unvested at the time of the distribution. The vesting schedule of the FAC RSUs, vesting in five equal annual increments commencing 03/30/08, the first anniversary of the grant, has been carried over to the issuer RSUs.
- Includes 685 RSUs acquired on June 1, 2010 in a pro rata distribution by FAC on account of an original grant of 719 FAC RSUs, of (3) which 436 were unvested at the time of the distribution. The vesting schedule of the FAC RSUs, vesting in five equal annual increments commencing 03/20/09, the first anniversary of the grant, has been carried over to the issuer RSUs.
- Includes 533 RSUs acquired on June 1, 2010 in a pro rata distribution by FAC on account of an original grant of 381 FAC RSUs, of which 305 were unvested at the time of the distribution. The vesting schedule of the FAC RSUs, vesting in five equal annual increments commencing 03/20/10, the first anniversary of the grant, has been carried over to the issuer RSUs.
- Includes 536 RSUs acquired on June 1, 2010 in a pro rata distribution by FAC on account of an original grant of 287 FAC RSUs, all of (5) which were unvested at the time of the distribution. The vesting schedule of the FAC RSUs, vesting in five equal annual increments commencing 03/22/11, the first anniversary of the grant, has been carried over to the issuer RSUs.

(6)

Reporting Owners 2

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Includes 3,130 shares acquired pursuant to a grant of RSUs vesting in four equal increments commencing 3/3/12, 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.