#### **CHATHAM J DAVID**

Form 4

November 12, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CHATHAM J DAVID			2. Issuer Name <b>and</b> Ticker or Trading Symbol FIRST AMERICAN CORP [FAF]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
1 FIRST AMERICAN WAY			(Month/Day/Year) 11/10/2009	_X_ Director 10% Owner Officer (give title below) Other (specification)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)  _X_ Form filed by One Reporting Person		
SANTA ANA, CA 92707				Form filed by More than One Reporting Person		

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(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securit		\r	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Monul/Day/Tear) Execution any		TransactionAcquired (A) or Code Disposed of (D)				Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(A) or		Reported Transaction(s)	(msu. 1)	(msu. 1)
_			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	11/10/2009		A	3,157 (1)	A	<u>(2)</u>	9,590	$D \stackrel{(3)}{} \stackrel{(4)}{} \stackrel{(5)}{}$	
Common Stock							27,008.174	I	By Spouse

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless 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)

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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. Transactio Code (Instr. 8)	` ,			7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Nonemployee Director Stock Option (Right to Buy)	\$ 47.49					12/08/2006(7)	12/08/2015	Common Stock	5,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	Director	10% Owner	Officer	Other			
CHATHAM J DAVID 1 FIRST AMERICAN WAY SANTA ANA, CA 92707	X						

# **Signatures**

/s/ Jeffrey S. Robinson, Attorney-in-Fact for J. David Chatham

11/12/2009

\*\*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) Shares of the issuer received in exchange for Class A common stock of First Advantage Corporation tendered to the issuer pursuant to the registered exchange offer commenced by the issuer on October 9, 2009, which expired on November 10, 2009.
- (2) The consideration received in the exchange offer was 0.58 of a common share of the issuer for each share of Class A common stock of First Advantage Corporation, plus cash in lieu of any fractional share.
- (3) Includes 2,547 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.
- (4) Includes 1,200 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.
- (5) Includes 378 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.
- (6) Includes 37.478 shares acquired through automatic reinvestment of dividends paid as reported in most recent statement of account.

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

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