CHATHAM J DAVID

Form 4

November 12, 2009

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 if no longer subject to Section 16. 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

(Print or Type Responses)

1(b).

(Last)

(City)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * CHATHAM J DAVID

(First)

2. Issuer Name and Ticker or Trading Symbol

FIRST AMERICAN CORP [FAF]

5. Relationship of Reporting Person(s) to

Issuer

1 FIRST AMERICAN WAY

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 11/10/2009

X Director 10% Owner Officer (give title Other (specify

(Check all applicable)

below)

(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 Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SANTA ANA, CA 92707

(State) (Zip) 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported

Transaction(s) (Instr. 3 and 4)

or Amount (D) Price

Code V

9,590

27,008.174

D (3) (4) (5)

Common Stock

11/10/2009

3,157 A A <u>(2)</u> (1)

(A)

By Spouse I

(6)

Common Stock

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

(Month/Day/Year)

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Tit Deriv Secui (Instr	vative rity : 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Dire	employee ector Stock on (Right uy)	\$ 47.49					12/08/2006(7)	12/08/2015	Common Stock	5,000

Reporting Owners

Relationships					
Director	10% Owner	Officer	Other		
X					
		Director 10% Owner	Director 10% Owner Officer		

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.

Reporting Owners 2

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