First American Financial Corp Form 4 February 25, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number: 3235-0287 January 31,

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5. Relationship of Reporting Person(s) to

0.5

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

Section 16.
Form 4 or
Form 5
obligations
Filed pursuant to Section 16(a) of the Securit Section 17(a) of the Public Utility Holding Con

may continue. *See* Instruction 1(b).

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 *

DOTI JAMES L

Symbol

First American Financial Corp [FAF]

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

X Director
_____ 10% Owner

2. Issuer Name and Ticker or Trading

(Month/Day/Year)

1 FIRST AMERICAN WAY

02/23/2016

(Street)

(Month/Day/Year)

2x_Director
——10% Owner
——Officer (give title below)

Other (specify below)

6. Individual or Joint/Group Filing(Check

Street)
4. If Amendment, Date Original
6. Individual or Joint/Group Filing(Check
Filed(Month/Day/Year)
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)

(City)

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial Indirect (I) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4) Reported (A)

Code V Amount (D) Price Transaction(s) (Instr. 3 and 4)

Common Stock 02/23/2016 A 2,541 A 0 46,151.668 $0 \frac{D}{(4)} \frac{(2)}{(2)} \frac{(3)}{(4)} \frac{(2)}{(4)} \frac{(3)}{(4)} \frac{(3)}{(4)} \frac{(4)}{(4)} \frac{(4)}{(4)}$

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercis	sable and	7. Title and	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	e	Amount of	f Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Yo	ear)	Underlying	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
	Derivative		•		Securities	S		(Instr. 3 ar	nd 4)	Owne
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Data I	7mimatian	Title Am	avet	
				Code V	(A) (D)			Title Am	lount	
						Exercisable I	Date	or	1	
									mber	
								of		
								Sha	res	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer and the same of the s	Director	10% Owner	Officer	Other			
DOTI JAMES L							
1 FIRST AMERICAN WAY	X						
SANTA ANA, CA 92707							

Signatures

/s/ Greg L. Smith, attorney-in-fact for James 02/25/2016 L. Doti

> **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).
- Includes 925 unvested Restricted Stock Units ("RSUs") acquired pursuant to an original grant of 2,571 RSUs, and shares acquired (1) through automatic dividend reinvestment, vesting in three equal annual increments commencing 3/20/14, the first anniversary of the grant.
- Includes 2,174 unvested RSUs acquired pursuant to an original grant of 3,095 RSUs, and shares acquired through automatic dividend **(2)** reinvestment, vesting in three equal annual increments commencing 3/20/15, the first anniversary of the grant.
- Includes 2,744 unvested RSUs acquired pursuant to an original grant of 2,671 RSUs, and shares acquired through automatic dividend **(3)** reinvestment, vesting in three equal annual increments commencing 2/25/16, the first anniversary of the grant.
- Includes 2,541 unvested RSUs acquired pursuant to a grant vesting in three equal annual increments commencing 2/23/17, 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.

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