First American Financial Corp Form 4 December 22, 2016

#### 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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if no longer subject to Section 16. Form 4 or Form 5

Check this box

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 * DOTI JAMES L |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer   |  |  |  |
|--|---------|----------|--|--|--|--|--|
| - ·  |         |          | First American Financial Corp [FAF]                | (Check all applicable)   |  |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction                    |  |  |  |  |
| 1 FIRST AMERICAN WAY                                   |         |          | (Month/Day/Year)                                   | X Director 10% Owner   |  |  |  |
|  |         |          | 12/20/2016   | Officer (give title Other (specify below)  |  |  |  |
| (Street) SANTA ANA, CA 92707                           |         |          | 4. If Amendment, Date Original                     | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |  |
|  |         |          | Filed(Month/Day/Year)                              |  |  |  |  |
| (City)   | (State) | (Zip)    | Table I - Non-Derivative Securities Acq            | quired, Disposed of, or Beneficially Owne  |  |  |  |
| 4 = 1  |         |          |  | - · · · · · · · · · · · · · · · · · · ·  |  |  |  |

| (City)          | (State) (2          | Table              | e I - Non-Do | erivative Securities Ac | quired, Disposed o      | of, or Beneficial                           | ly Owned     |
|-----------------|---------------------|--------------------|--------------|-------------------------|-------------------------|---|--------------|
| 1.Title of      | 2. Transaction Date | 2A. Deemed         | 3.           | 4. Securities Acquired  | 5. Amount of            | 6. Ownership                                | 7. Nature of |
| Security        | (Month/Day/Year)    | Execution Date, if | Transactio   | n(A) or Disposed of     | Securities Form: Direct |   | Indirect     |
| (Instr. 3)      |                     | any                | Code         | (D)                     | Beneficially            | (D) or                                      | Beneficial   |
|                 |                     | (Month/Day/Year)   | (Instr. 8)   | (Instr. 3, 4 and 5)     | Owned                   | Indirect (I)                                | Ownership    |
|                 |                     |                    |              |                         | Following               | (Instr. 4)                                  | (Instr. 4)   |
|                 |                     |                    |              | ( )                     | Reported                |   |              |
|                 |                     |                    |              | (A)                     | Transaction(s)          |   |              |
|                 |                     |                    | C-1- V       | Of<br>A (D) Dri-        | (Instr. 3 and 4)        |   |              |
| ~               |                     |                    | Code V       | Amount (D) Price        |                         | - (1) (2) (2)                               |              |
| Common<br>Stock | 12/20/2016          |                    | A            | 3,174 A \$ 37.8         | 49,733.825              | $D_{(4)} = \frac{(1)}{(2)} \frac{(3)}{(3)}$ |              |

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)

#### Edgar Filing: First American Financial Corp - Form 4

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exercisable | e and     | 7. Title and     | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------------|-----------|------------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | onNumber   | Expiration Date     |           | Amount of        | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/Year)    | )         | Underlying       | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e                   |           | Securities       | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |                     |           | (Instr. 3 and 4) |             | Owne   |
|             | Security    |                     |                    |            | Acquired   |                     |           |                  |             | Follo  |
|             |             |                     |                    |            | (A) or     |                     |           |                  |             | Repo   |
|             |             |                     |                    |            | Disposed   |                     |           |                  |             | Trans  |
|             |             |                     |                    |            | of (D)     |                     |           |                  |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |                     |           |                  |             |        |
|             |             |                     |                    |            | 4, and 5)  |                     |           |                  |             |        |
|             |             |                     |                    | Code V     | (A) (D)    | Date Expi           | iration ' | Title Amount     |             |        |
|             |             |                     |                    |            | (11)       | Exercisable Date    |           | or               |             |        |
|             |             |                     |                    |            |            | Zaterensuere Butt   |           | Number           |             |        |
|             |             |                     |                    |            |            |                     |           | of               |             |        |
|             |             |                     |                    |            |            |                     |           | Shares           |             |        |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| <b>Fg</b>                      | 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 12/21/2016 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 1,126 unvested Restricted Stock Units ("RSUs") acquired pursuant to an original grant of 3,095 RSUs, and shares acquired (1) through automatic dividend reinvestment, vesting in three equal annual increments commencing 3/20/15, the first anniversary of the grant.
- Includes 1,889 unvested RSUs acquired pursuant to an original grant of 2,671 RSUs, and shares acquired through automatic dividend **(2)** reinvestment, vesting in three equal annual increments commencing 2/25/16, the first anniversary of the grant.
- Includes 2,620 unvested RSUs acquired pursuant to an original grant of 2,541 RSUs, and shares acquired through automatic dividend **(3)** reinvestment, vesting in three equal annual increments commencing 2/23/17, the first anniversary of the grant.
- Includes 3,174 unvested RSUs acquired pursuant to a grant vesting in three equal annual increments commencing 12/20/2017, 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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