First American Financial Corp Form 4 March 08, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31, Expires:

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

Caston Monte Edward			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
	First Aı	First American Financial Corp [FAF]				(Check all applicable)				
(Last)	(First) (N	Middle) 3. Date o	3. Date of Earliest Transaction							
		(Month/Day/Year)				Director		Owner		
1 FIRST AN	03/06/2	03/06/2017				_X_ Officer (give title Other (specify below)				
	4. If Ame	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(Mo	Filed(Month/Day/Year)								
SANTA AN										
(City)	(State)	(Zip) Tab	le I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Date (Month/Day/Year)		med 3. 4. Securities Acqu				5. Amount of	6. Ownership Form: Direct		
Security	Execution Date, if	* * * * * * * * * * * * * * * * * * * *				Securities	Indirect			
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	4 and	3)	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership	
		(Wollding Bay) Tear)	(111311.0)				Following	(Instr. 4)	(Instr. 4)	
					(A)		Reported			
					or		Transaction(s)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	03/06/2017		F	2,484 (1)	D	\$ 38.16	113,560	$D \xrightarrow{(2)} (3) \xrightarrow{(4)} (5)$		

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

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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 Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumbe		Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	Ĭ				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title N	Number		
						2.1010154010	2410		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

EVP & Chief Financial Officer

Signatures

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

03/07/2017

**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.
- (2) Includes 5,485 unvested Restricted Stock Units ("RSUs") acquired pursuant to an original grant of 20,005 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 2/27/15, the first anniversary of the grant.
- (3) Includes 12,278 unvested RSUs acquired pursuant to an original grant of 23,137 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 2/25/16, the first anniversary of the grant.
- (4) Includes 28,864 unvested RSUs acquired pursuant to an original grant of 37,292 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 2/23/17, the first anniversary of the grant.
- (5) Includes 34,998 unvested RSUs acquired pursuant to a grant vesting in four equal annual increments commencing 2/22/18, 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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