#### DEGIORGIO KENNETH D

Form 4

August 23, 2018

## FORM 4

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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**OMB APPROVAL** 

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5. Relationship of Reporting Person(s) to

Issuer

Persons who respond to the collection of

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number.

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

DEGIORGIO KENNETH D

			First American Financial Corp [FAF]					(Check all applicable)				
(Last) (First) (Middle)  1 FIRST AMERICAN WAY			3. Date of Earliest Transaction (Month/Day/Year) 08/21/2018					Director 10% Owner Officer (give title Other (specify below)				
Fil				endment, Danienth/Day/Yea		l		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
SANTA Al						Person						
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea		Date, if	3. Transactic Code (Instr. 8)	4. Securit for Dispos (Instr. 3, 4	ed of	Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	08/21/2018			S	13,871	D	\$ 57.246 (1)	456,445	$ \begin{array}{c} D (2) (3) (4) \\ (5) (6) \end{array} $			
Common Stock								128.078	I	By 401(k) Plan Trust		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.												

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SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Nu	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

DEGIORGIO KENNETH D 1 FIRST AMERICAN WAY SANTA ANA, CA 92707

**Executive Vice President** 

## **Signatures**

/s/ Greg L. Smith, Attorney-in-Fact for Kenneth D. **DeGiorgio** 

08/23/2018

\*\*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).
  - The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.24 to \$57.27,
- inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- Includes 10,150 unvested Restricted Stock Units ("RSUs") acquired pursuant to an original grant of 36,440 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 2/25/16, the first anniversary of the grant.
- Includes 30,221 unvested RSUs acquired pursuant to an original grant of 56,000 RSUs and shares acquired through automatic dividend (3) reinvestment, vesting in four equal annual increments commencing 2/23/17, the first anniversary of the grant.
- Includes 38,426 unvested RSUs acquired pursuant to an original grant of 48,997 and shares acquired through automatic dividend (4) reinvestment, vesting in four equal annual increments commencing 2/22/18, the first anniversary of the grant.
- Includes 42,093 unvested RSUs acquired pursuant to an original grant of 41,519 RSUs and shares acquired through automatic dividend (5) reinvestment, vesting in four equal annual increments commencing 2/21/19, the first anniversary of the grant.
- The reporting person's receipt of certain shares underlying vested RSUs associated with various grants and related shares acquired through automatic dividend reinvestment have been deferred.

Reporting Owners 2

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Amount shown consists of shares contributed by issuer as company match, shares purchased for the reporting person's account and shares acquired through automatic reinvestment of dividends paid as reported in most recent account statement in transactions exempt under rules 16a-3(f)(1)(i)(B) and 16b-3(c).

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.