

Leavell Christopher Michael
Form 4
February 26, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Leavell Christopher Michael

(Last) (First) (Middle)

1 FIRST AMERICAN WAY

(Street)

SANTA ANA, CA 92707

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

First American Financial Corp [FAF]

3. Date of Earliest Transaction
(Month/Day/Year)

02/22/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

COO of Subsidiary

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	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	02/22/2019		A	45,097 A	\$ 0 199,112	D	
Common Stock	02/22/2019		F(1)	13,660 D	\$ 51.61 185,452	D	
Common Stock	02/25/2019		F(1)	5,082 D	\$ 51.28 180,370 (2) (3) (4) (5) (6)	D	
Common Stock					1,137.281	I	by 401(k) Plan Trust (7)

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

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(9-02)

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

1. Title of Derivative Security (Instr. 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Leavell Christopher Michael 1 FIRST AMERICAN WAY SANTA ANA, CA 92707	COO of Subsidiary

Signatures

/s/ Greg L. Smith, Attorney-in-Fact for Christopher M.
Leavell

02/26/2019

__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 14,309 unvested Restricted Stock Units ("RSUs") acquired pursuant to an original grant of 52,067 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 2/23/17, the first anniversary of the grant.
 - (3) Includes 24,552 unvested RSUs acquired pursuant to an original grant of 46,131 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 2/22/18, the first anniversary of the grant.
 - (4) Includes 31,132 unvested RSUs acquired pursuant to an original grant of 40,241 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 2/21/19, the first anniversary of the grant.
 - (5) Includes 45,097 unvested RSUs acquired pursuant to a grant vesting in four equal increments commencing 2/22/20, the first anniversary of the grant.

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- Pursuant to a domestic relations agreement, a portion of the reporting person's shares and certain RSUs are held by the reporting person
- (6) for the benefit of his ex-wife, who will receive either shares or the cash proceeds generated from the sale of applicable shares, after any applicable vesting and/or exercise.

- Amount shown consists of shares contributed by issuer as company match, shares purchased for the reporting person's account and shares
- (7) 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.

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