

FIRST AMERICAN CORP
Form NT 10-Q
November 13, 2006
(Check one):

UNITED STATES

☐ Form 10-K

SECURITIES AND EXCHANGE COMMISSION

SEC FILE NUMBER

☐ Form 20-F

Washington, D.C. 20549

001-13585

☐ Form 11-K

CUSIP NUMBER
318522307

☒ Form 10-Q

FORM 12b-25

☐ Form 10-D

NOTIFICATION OF LATE FILING

☐ Form N-SAR

☐ Form N-CSR

For Period Ended: September 30, 2006

☐ Transition Report on Form 10-K

☐ Transition Report on Form 20-F

☐ Transition Report on Form 11-K

☐ Transition Report on Form 10-Q

☐ Transition Report on Form N-SAR

For the Transition Period Ended: _____

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I REGISTRANT INFORMATION

The First American Corporation

Full Name of Registrant

1 First American Way

Address of Principal Executive Office (*Street and Number*)

Santa Ana, California 92707

City, State and Zip Code

PART II RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- .. (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

As discussed in the Company's current report on Form 8-K filed with the Securities and Exchange Commission on August 9, 2006, the Company's notification of late filing on Form 12b-25 dated August 10, 2006 and the Company's current report on Form 8-K furnished to the Securities and Exchange Commission on November 2, 2006, a review of the Company's historical stock option granting practices and related tax and accounting matters is ongoing. The Company expects to record additional non-cash charges for stock based compensation expense, but is unable at this time to determine the amount of such charges or the resulting tax and accounting impact of these actions or which periods would require restatement, if any. The Company is also evaluating its internal control over financial reporting and its disclosure controls and procedures in connection with this review. Based on the status of the review to date, the Company does not believe that it will be able to report full results for the third quarter of 2006 and file its quarterly report on Form 10-Q for such quarter by the extended filing deadline.

PART IV OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

Kenneth D. DeGiorgio

(714)

800-3000

(Name)

(Area Code)

(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes ☐ No ☒

Quarterly report on Form 10-Q for the quarter ended June 30, 2006

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes ☐ No ☐ (See explanation below)
If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Due to the ongoing nature of the review described in Part III above and the current uncertainty as to what the results of the review will be, the Company is not yet in a position to determine whether any restatement of previously issued financial statements will be necessary.

The First American Corporation

(Name of Registrant as Specified in Charter)

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has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 13, 2006

By: /s/ Kenneth D. DeGiorgio
Kenneth D. DeGiorgio, Senior Vice President