

GILMORE DENNIS J

Form 4

December 12, 2005

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 *
GILMORE DENNIS J

(Last) (First) (Middle)

5601 EAST LA PALMA AVENUE

(Street)

ANAHEIM, CA 92807

(City) (State) (Zip)

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

FIRST AMERICAN CORP [(FAF)]

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

12/08/2005

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 below) ____ Other (specify below)

Chief Operating Officer

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 (A) 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				(A) or (D)			
			Code	V	Amount		Price
					8,518.681	D ⁽¹⁾	
Common Stock					1,737.119	I	By 401(k) Plan Trust ⁽²⁾
Common Stock					145.233	I	By ESOP Trust ⁽³⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

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)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V	(A)	(D)	
Employee Stock Option (right to buy)	\$ 47.49	12/08/2005		A	60,000	12/08/2006 ⁽⁴⁾	12/08/2015	Common Stock 60,000
Employee Stock Option (right to buy)	\$ 23.583					04/23/1999 ⁽⁵⁾	04/23/2008	Common Stock 22,500
Employee Stock Option (right to buy)	\$ 27					12/14/2001 ⁽⁶⁾	12/14/2010	Common Stock 20,000
Employee Stock Option (right to buy)	\$ 18.08					12/13/2002 ⁽⁷⁾	12/13/2011	Common Stock 8,000
Employee Stock Option (right to buy)	\$ 16.5					07/23/2003 ⁽⁸⁾	07/23/2012	Common Stock 6,000
Employee Stock Option (right to buy)	\$ 22.85					02/27/2004 ⁽⁹⁾	02/27/2013	Common Stock 50,000
	\$ 30.56					02/26/2005 ⁽¹⁰⁾	02/26/2014	50,000

Employee
Stock
Option
(right to
buy)

Common
Stock

Employee
Stock
Option \$ 36.55
(right to
buy)

02/28/2006⁽¹¹⁾ 02/28/2015 Common Stock 60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILMORE DENNIS J 5601 EAST LA PALMA AVENUE ANAHEIM, CA 92807			Chief Operating Officer	

Signatures

By: Jeffrey S. Robinson, Attorney In
Fact for 12/12/2005

__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) Includes 0.681 shares acquired in connection with the issuer's Employee Stock Purchase Plan.

(2) Amount shown consists of shares contributed by issuer as company match, shares purchased for my 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).

(3) Amount shown consists of shares allocated to my account in previous years and shares acquired through automatic reinvestment of dividends paid on such previously allocated shares, as reported in most recent account statement.

(4) The option vests in five equal annual increments commencing 12/8/06, the first anniversary of the grant.

(5) The option vests in five equal annual increments commencing 4/23/99, the first anniversary of the grant.

(6) The option vests in five equal annual increments commencing 12/14/01, the first anniversary of the grant.

(7) The option vests in five equal annual increments commencing 12/13/02, the first anniversary of the grant.

(8) The option vests in five equal annual increments commencing 7/23/03, the first anniversary of the grant.

(9) The option vests in five equal annual increments commencing 2/27/04, the first anniversary of the grant.

(10) The option vests in five equal annual increments commencing 2/26/05, the first anniversary of the grant.

(11) The option vests in five equal annual increments commencing 2/28/06, 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.

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