

DAVIS WILLIAM GRENVILLE

Form 4

December 10, 2007

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIS WILLIAM GRENVILLE

(Last) (First) (Middle)

79 WELLINGTON STREET
WEST, SUITE 3000, MARITIME
LIFE TOWER

(Street)

TORONTO, ON M5K 1N2

(City) (State) (Zip)

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

FIRST AMERICAN CORP [(FAF)]

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

12/07/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) Price | | | |
| Common Stock | 12/07/2007 | | M | | 6,750 | A \$ 17.25 | 8,261 | D | |
| Common Stock | 12/07/2007 | | S | | 1,100 | D \$ 36.79 | 7,161 | D | |
| Common Stock | 12/07/2007 | | S | | 1,194 | D \$ 36.78 | 5,967 | D | |
| Common Stock | 12/07/2007 | | S | | 400 | D \$ 36.76 | 5,567 | D | |
| Common Stock | 12/07/2007 | | S | | 4,056 | D \$ 36.75 | 1,511 | D <u>(1)</u> | |

Edgar Filing: DAVIS WILLIAM GRENVILLE - Form 4

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 displays a currently valid OMB control number.

SEC 1474
(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 Underlying Security (Instr. 3 and 4) | 8. Date Exercisable | 9. Expiration Date | 10. Title | 11. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|---|--|--|---------------------|-----------------------|-----------------|--------------------------------------|
| Nonemployee Director Stock Option (right to buy) | \$ 17.25 | 12/07/2007 | | M | 6,750 | 08/31/1999 | 06/23/2009 | | | Common Stock | 6 |
| Nonemployee Director Stock Option (right to buy) | \$ 47.49 | | | | | 12/08/2006 ⁽²⁾ | 12/08/2015 | | | Common Stock | 5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| DAVIS WILLIAM GRENVILLE 79 WELLINGTON STREET WEST SUITE 3000, MARITIME LIFE TOWER TORONTO, ON M5K 1N2 | X |

Signatures

By: Jeffrey S. Robinson, Attorney In
Fact for 12/10/2007

____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 1,061 shares (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of restricted stock units, vesting in three equal annual increments commencing 3/5/08, the first anniversary of the grant.
- (2) The option vests in five equal annual increments commencing 12/8/06, 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.

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.