

First American Financial Corp
 Form 4
 March 23, 2011

FORM 4

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

OMB APPROVAL

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

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ARGYROS GEORGE L

(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)

03/21/2011

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 03/21/2011 | | A | 3,247 A | \$ 0 17,044 | D | (1) (2) (3) (4) (5) |
| Common Stock | | | | | 7,900 | I | By GLA Financial Corp. (corp.) |
| Common Stock | | | | | 106,800 | I | By HBI (corp.) |
| Common Stock | | | | | 235,889 | I | By The Argyros Family Trust (6) |

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| | | | |
|--------------|-------|---|--|
| Common Stock | 3,400 | I | By Trust For Benefit Of Parents <u>(7)</u> |
| Common Stock | 125 | I | UGMA Custodial Account <u>(8)</u> |

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 of Underlying Securities (Instr. 3 and 4) | 8. Derivative Securities (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) <u>(9)</u> | \$ 20.4 <u>(10)</u> | | | | | 12/08/2006 | 12/08/2015 | Common Stock | 11,645 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ARGYROS GEORGE L 1 FIRST AMERICAN WAY SANTA ANA, CA 92707 | X | | | |

Signatures

/s/ Jeffrey S. Robinson, attorney-in-fact for George L.
Argyros

03/23/2011

__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 1,448 unvested restricted stock units ("RSUs") acquired in a pro rata distribution by The First American Corporation ("FAC") on account of an original grant of 1,707 FAC RSUs, of which 1,215 were unvested at the time of the distribution and shares acquired through automatic dividend reinvestment. The vesting schedule of the FAC RSUs, vesting in three equal annual increments commencing 6/20/2009, the first anniversary of the grant, has been carried over to the issuer RSUs.
 - (2) Includes 2,049 unvested RSUs acquired in a pro rata distribution by FAC on account of an original grant of 2,489 FAC RSUs, of which 1,724 were unvested at the time of the distribution and shares acquired through automatic dividend reinvestment. The vesting schedule of the FAC RSUs, vesting in three equal annual increments commencing 3/4/2010, the first anniversary of the grant, has been carried over to the issuer RSUs.
 - (3) Includes 2,739 unvested RSUs acquired in a pro rata distribution by FAC on account of an original grant of 1,731 FAC RSUs, of which 1,741 were unvested at the time of the distribution and shares acquired through automatic dividend reinvestment. The vesting schedule of the FAC RSUs, vesting in three equal annual increments commencing 3/3/2011, the first anniversary of the grant, has been carried over to the issuer RSUs.
 - (4) Includes 3,247 shares acquired pursuant to a grant of RSUs vesting in three equal annual increments commencing 3/21/12, the first anniversary of the grant.
 - (5) The number of RSUs acquired in the distribution is equal to the number of unvested FAC RSUs held by the reporting person at the time of the distribution multiplied by $\$32.84/\14.10 , which represents the last FAC trading price divided by the when-issued trading price of the issuer on June 1, 2010.
 - (6) The shares are held by the reporting person as a trustee of the revocable Argyros Family Trust for the benefit of the reporting person's family members.
 - (7) The shares are held by the reporting person as a trustee of an irrevocable trust for the benefit of his parents.
 - (8) The shares are held by the reporting person as custodian of a custodial account established under the Uniform Gifts to Minors Act, for the benefit of the reporting person's grandson.
 - (9) Option acquired in a pro rata distribution by FAC.
 - (10) The exercise price is equal to the exercise price of the FAC option held by the reporting person multiplied by $\$14.10/\32.84 , which represents the when-issued trading price of the issuer on June 1, 2010 divided by the last FAC trading price.
 - (11) The number of options acquired is equal to the number of FAC options held by the reporting person multiplied by $\$32.84/\14.10 , which represents the last FAC trading price divided by the when-issued trading price of the issuer on June 1, 2010.

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.