

FIRST AMERICAN CORP  
 Form 5  
 February 06, 2007

**FORM 5**

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**KENNEDY PARKER S**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**FIRST AMERICAN CORP [(FAF)]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO

1 FIRST AMERICAN WAY  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2006

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

6. Individual or Joint/Group Reporting  
 (check applicable line)

SANTA ANA, CA 92707  
 (City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/25/2006	^	G	611	A	\$ 0	462,197	I	By Limited Partnership
Common Stock	12/25/2006	^	G	611	A	\$ 0	53,532	I	By Spouse via Limited Partnership
Common Stock	^	^	^	^	^	^	5,200	D	^
Common Stock	^	^	^	^	^	^	1,767.425	I	By 401(k) Plan Trust <sup>(1)</sup>

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Common Stock    Â                    Â                    Â                    Â                    Â                    Â                    9,126.285    I                    By ESOP Trust <sup>(2)</sup>

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

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**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)
					(A) (D)	Date Exercisable    Expiration Date	Title    Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 23.583	Â	Â	Â	Â Â	04/23/1999 <sup>(3)</sup> 04/23/2008	Common Stock    30,000
Employee Stock Option (right to buy)	\$ 10.75	Â	Â	Â	Â Â	02/24/2001 <sup>(4)</sup> 02/24/2010	Common Stock    40,000
Employee Stock Option (right to buy)	\$ 27	Â	Â	Â	Â Â	12/14/2001 <sup>(5)</sup> 12/14/2010	Common Stock    40,000
Employee Stock Option (right to buy)	\$ 18.08	Â	Â	Â	Â Â	12/13/2002 <sup>(6)</sup> 12/13/2011	Common Stock    40,000
Employee Stock Option (right to buy)	\$ 22.85	Â	Â	Â	Â Â	02/27/2004 <sup>(7)</sup> 02/27/2013	Common Stock    80,000



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