First American Financial Corp Form 4 March 03, 2015

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

2. Issuer Name and Ticker or Trading

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Leavell Christopher Michael			2. Issuer Name and Ticker or Trading Symbol					Issuer				
			First Ar	First American Financial Corp [FAF]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	f Earliest T	Transaction			(6116)	on an approver	·)		
1 FIRST AI	MERICAN W	VAY	(Month/D 02/27/2	•				DirectorX Officer (give below)		Owner er (specify		
	(Street)		4. If Ame	ndment, D	ate Origina	1		6. Individual or Jo	oint/Group Filin	ng(Check		
SANTA AN	NA, CA 9270°	7	Filed(Mor	nth/Day/Yea	ar)			Applicable Line) _X_ Form filed by M Form filed by M		erson		
								Person				
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	emed on Date, if 'Day/Year)	3. Transact Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and	d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	/ Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	02/27/2015			F(1)	3,434	D	\$ 35.03	217,229	D			
Common Stock	03/02/2015			F <u>(1)</u>	3,090	D	\$ 35.12	214,139	D (2) (3) (4) (5) (6) (7) (8) (9)			
Common Stock								1,121.373	I	by 401(k) Plan Trust		
D : 1 D		I' C 1	I 6	1	C' ' 11	1 1	.1	1				

Persons who respond to the collection of

information contained in this form are not

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

SEC 1474

(9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration Date		Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	of			
									Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other

Leavell Christopher Michael 1 FIRST AMERICAN WAY SANTA ANA, CA 92707

COO of Subsidiary

Signatures

/s/ Greg L. Smith, Attorney-in-Fact for Christopher M. Leavell

03/03/2015

**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)** Payment of tax liability by withholding securities incident to the vesting of restricted stock units.
- Includes 5,424 unvested restricted stock units ("RSUs") acquired in a pro rata distribution by The First American Corporation ("FAC") on account of an original grant of 10,464 FAC RSUs, of which 10,527 were unvested at the time of the distribution and shares acquired **(2)** through automatic dividend reinvestment. The vesting schedule of the FAC RSUs, vesting in five equal annual increments commencing 3/22/11, the first anniversary of the grant, has been carried over to the issuer RSUs.
- Includes 26,032 unvested RSUs acquired pursuant to a grant of performance based RSUs on account of an original grant of 70,921 RSUs and shares acquired through automatic dividend reinvestment, which vest in three equal annual increments commencing on 6/3/13, the first business day following the third anniversary of the grant, pursuant to the Form of RSU Award Agreement filed as Exhibit 10(i) to the issuer's Quarterly Report on Form 10-Q for the period ended June 30, 2010.
- Includes 6,063 unvested RSUs acquired pursuant to an original grant of 22,274 RSUs and shares acquired through automatic dividend **(4)** reinvestment, vesting in four equal annual increments commencing 3/21/12, the first anniversary of the grant.

Reporting Owners 2

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- (5) Includes 7,623 unvested RSUs acquired pursuant to an original grant of 28,441 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 3/1/13, the first anniversary of the grant made on 2/29/12.
- (6) Includes 42,602 unvested RSUs acquired pursuant to an original grant of 54,113 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 3/4/14, the first anniversary of the grant.
- (7) Includes 27,431 unvested RSUs acquired pursuant to an original grant of 35,534 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 2/27/15, the first anniversary of the grant.
- (8) Includes 34,734 unvested RSUs acquired pursuant to a grant vesting in four equal annual increments commencing 2/25/16, the first anniversary of the grant.
- Pursuant to a domestic relations agreement, a portion of the reporting person's shares, options and certain RSUs are held by the reporting person for the benefit of his ex-wife, who will receive either shares or the cash proceeds generated from the sale of applicable shares, after any applicable vesting and/or exercise.
- Amount shown consists of shares contributed by issuer as company match, shares purchased for the reporting person's account and (10) 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).

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.