GILMORE DENNIS J
Form 4
December 12, 2005

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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
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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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								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 Amour Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Option (right to buy)	$ 47.49	12/08/2005		A		60,000		12/08/2006 (4)	12/08/2015	Common Stock	60,0
Employee Stock Option (right to buy)	$ 23.583							04/23/1999 (5)	04/23/2008	Common Stock	22,5
Employee Stock Option (right to buy)	$ 27							12/14/2001 (6)	12/14/2010	Common Stock	20,0
Employee Stock Option (right to buy)	$ 18.08							12/13/2002 (7)	12/13/2011	Common Stock	8,0
Employee Stock Option (right to buy)	$ 16.5							07/23/2003 (8)	07/23/2012	Common Stock	6,0
Employee Stock Option (right to buy)	$ 22.85							02/27/2004 (9)	02/27/2013	Common Stock	50,0
	$ 30.56							02/26/2005 (10)	02/26/2014		50,0

Employee Stock Option (right to buy)				Common Stock	
Employee Stock Option (right to buy)	$ 36.55	02/28/2006 (11)	02/28/2015	Common Stock	60,(

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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