

KENNEDY DONALD PARKER  
 Form 5  
 February 08, 2006

**FORM 5**

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

OMB APPROVAL  
 OMB Number: 3235-0362  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 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 DONALD PARKER**  
 (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)

**1 FIRST AMERICAN WAY**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2005**

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

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

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

6. Individual or Joint/Group Reporting  
 (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)	(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	12/24/2005	^	G	5,040	D	\$ 0	1,858,399	I	By Limited Partnership
Common Stock	^	^	^	^	^	^	3,440	D	^
Common Stock	^	^	^	^	^	^	22,545	I	By Spouse via Limited Partnership

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

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SEC 2270 (9-02)

the form 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 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)	\$ 5.694	Â	Â	Â	Â	Â	04/24/1997 <sup>(1)</sup>	04/24/2006	Common Stock	2,205
Employee Stock Option (right to buy)	\$ 23.583	Â	Â	Â	Â	Â	04/23/1999 <sup>(2)</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>(3)</sup>	02/24/2010	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 27	Â	Â	Â	Â	Â	12/14/2001 <sup>(4)</sup>	12/14/2010	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 18.08	Â	Â	Â	Â	Â	12/13/2002 <sup>(5)</sup>	12/13/2011	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 47.49	Â	Â	Â	Â	Â	12/08/2006 <sup>(6)</sup>	12/08/2015	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNEDY DONALD PARKER 1 FIRST AMERICAN WAY SANTA ANA, CA 92707	X	A	A	A

## Signatures

By: Jeffrey S. Robinson, Attorney In Fact for 02/08/2006

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) The option vests in five equal annual increments commencing 4/24/97, the first anniversary of the grant.
- (2) The option vests in five equal annual increments commencing 4/23/99, the first anniversary of the grant.
- (3) The option vests in five equal annual increments commencing 2/24/01, the first anniversary of the grant.
- (4) The option vests in five equal annual increments commencing 12/14/01, the first anniversary of the grant.
- (5) The option vests in five equal annual increments commencing 12/13/02, the first anniversary of the grant.
- (6) 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 provided 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.