

KENNEDY PARKER S

Form 4/A

April 12, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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).

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 *
KENNEDY PARKER S

(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 CORP [(FAF)]

3. Date of Earliest Transaction
(Month/Day/Year)

02/28/2007

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

03/02/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

CEO

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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
			Code	V	(A)	(D)		
Employee Stock Option (right to buy)	\$ 23.583	02/28/2007	D ⁽¹⁾			30,000	04/23/1999 ⁽¹⁾	04/23/2008 Common Stock
Employee Stock Option (right to buy)	\$ 29.54	02/28/2007	A ⁽¹⁾		30,000		04/23/1999 ⁽¹⁾	04/23/2008 Common Stock
Employee Stock Option (right to buy)	\$ 10.75	02/28/2007	D ⁽²⁾			40,000	02/24/2001 ⁽²⁾	02/24/2010 Common Stock
Employee Stock Option (right to buy)	\$ 13.13	02/28/2007	A ⁽²⁾		40,000		02/24/2001	02/24/2010 Common Stock
Employee Stock Option (right to buy)	\$ 27	02/28/2007	D ⁽³⁾			40,000	12/14/2001 ⁽³⁾	12/14/2010 Common Stock
Employee Stock Option (right to buy)	\$ 30.8	02/28/2007	A ⁽³⁾		40,000		12/14/2001	12/14/2010 Common Stock

Reporting Owners

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

Signatures

By: Jeffrey S. Robinson, Attorney In
Fact for

04/12/2007

__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 acquisition transaction and the disposition transaction referencing this footnote involved an amendment of an outstanding option, resulting in the deemed cancellation (disposition) of the old option and the grant (acquisition) of a replacement option. The option was originally granted on 4/23/98 and provides for vesting in five equal installments commencing on 4/23/99.
 - (2) The acquisition transaction and the disposition transaction referencing this footnote involved an amendment of an outstanding option, resulting in the deemed cancellation (disposition) of the old option and the grant (acquisition) of a replacement option. The option was originally granted on 2/24/00 and provides for vesting in five equal installments commencing on 2/24/01.
 - (3) The acquisition transaction and the disposition transaction referencing this footnote involved an amendment of an outstanding option, resulting in the deemed cancellation (disposition) of the old option and the grant (acquisition) of a replacement option. The option was originally granted on 12/14/00 and provides for vesting in five equal installments commencing on 12/14/01.

Remarks:

This amendment to Form 4 is being filed to reflect that the reporting person's options originally granted 12/13/01 were not re-p

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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