

Seaton Mark Edward
 Form 4
 March 08, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Seaton Mark Edward

(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 Financial Corp [FAF]

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

03/03/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Senior Vice President

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 03/03/2011 | | A | 3,130 A | \$ 0 6,937 | D (1) (2) (3) (4) (5) (6) | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Seaton Mark Edward 1 FIRST AMERICAN WAY SANTA ANA, CA 92707 | | | Senior Vice President | |

Signatures

/s/ Greg L. Smith, Attorney-in-Fact for Mark E. Seaton 03/07/2011

**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 183 unvested restricted stock units ("RSUs") acquired on June 1, 2010 in a pro rata distribution by The First American Corporation ("FAC") on account of an original grant of 197 FAC RSUs, of which 79 were unvested at the time of the distribution. The vesting schedule of the FAC RSUs, vesting in five equal annual increments commencing 03/30/08, the first anniversary of the grant, has been carried over to the issuer RSUs.
 - (2) Includes 1,017 RSUs acquired on June 1, 2010 in a pro rata distribution by FAC on account of an original grant of 719 FAC RSUs, of which 436 were unvested at the time of the distribution and shares acquired through automatic dividend reinvestment. The vesting schedule of the FAC RSUs, vesting in five equal annual increments commencing 03/20/09, the first anniversary of the grant, has been carried over to the issuer RSUs.
 - (3) Includes 710 RSUs acquired on June 1, 2010 in a pro rata distribution by FAC on account of an original grant of 381 FAC RSUs, of which 305 were unvested at the time of the distribution. The vesting schedule of the FAC RSUs, vesting in five equal annual increments commencing 03/20/10, the first anniversary of the grant, has been carried over to the issuer RSUs.
 - (4) Includes 668 RSUs acquired on June 1, 2010 in a pro rata distribution by FAC on account of an original grant of 287 FAC RSUs, all of which were unvested at the time of the distribution. The vesting schedule of the FAC RSUs, vesting in five equal annual increments commencing 03/22/11, the first anniversary of the grant, has been carried over to the issuer RSUs.
 - (5) Includes 3,130 shares acquired pursuant to a grant of RSUs vesting in four equal increments commencing 3/3/12, the first anniversary of the grant.
 - (6) Includes 1,229 RSUs acquired in the rollover Individual Retirement Account by issuer.

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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