

Leavell Christopher Michael  
 Form 3  
 December 12, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Leavell Christopher Michael             |         | (Month/Day/Year)                     | First American Financial Corp [FAF]  |  |
| (Last)                                    | (First) | (Middle)                             | 12/02/2011   |  |
| 1 FIRST AMERICAN WAY                      |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| SANTA ANA,Â CAÂ 92707                     |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | COO of Subsidiary  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 137,825   | D (1) (2) (3) (4) (5) (6) (7) Â                          |   |
| Common Stock                    | 1,045.002   | I  | by 401(k) Plan Trust (8)                              |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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|  | Date Exercisable | Expiration Date            | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|--|------------------|----------------------------|--------------|----------------------------|---------------------|---|---|
| Employee Stock Option (Right to Buy)<br><u>(7)</u> | 03/12/2004       | 03/12/2013 <sup>(9)</sup>  | Common Stock | 13,974                     | \$ 11.32            | D   | Â |
| Employee Stock Option (Right to Buy)<br><u>(7)</u> | 04/01/2004       | 04/01/2013 <sup>(10)</sup> | Common Stock | 13,974                     | \$ 11.32            | D   | Â |
| Employee Stock Option (Right to Buy)<br><u>(7)</u> | 10/21/2005       | 10/21/2014 <sup>(11)</sup> | Common Stock | 20,209                     | \$ 15.09            | D   | Â |
| Employee Stock Option (Right to Buy)<br><u>(7)</u> | 10/21/2005       | 10/21/2014 <sup>(11)</sup> | Common Stock | 14,726                     | \$ 15.09            | D   | Â |
| Employee Stock Option (Right to Buy)<br><u>(7)</u> | 01/13/2007       | 01/13/2016 <sup>(12)</sup> | Common Stock | 13,448                     | \$ 19.96            | D   | Â |
| Employee Stock Option (Right to Buy)<br><u>(7)</u> | 01/13/2007       | 01/13/2016 <sup>(12)</sup> | Common Stock | 9,842                      | \$ 19.96            | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| Leavell Christopher Michael<br>1 FIRST AMERICAN WAY<br>SANTA ANA, CA 92707 | Â             | Â         | Â COO of Subsidiary | Â     |

## Signatures

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

12/12/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 342 unvested restricted stock units ("RSUs") acquired in a pro rata distribution by The First American Corporation ("FAC") on account of an original grant of 1,242 FAC RSUs, of which 550 were unvested at the time of the distribution and shares acquired through automatic dividend reinvestment. The current number of unvested RSUs excludes RSUs associated with this grant that are required to be transferred to the reporting person's ex-wife upon vesting pursuant to a domestic relations order. The vesting schedule of the FAC RSUs, vesting in five equal annual increments commencing 3/20/08, the first anniversary of the grant, has been carried over to the issuer RSUs.
  - (2) Includes 7,015 unvested RSUs acquired in a pro rata distribution by FAC on account of an original grant of 13,636 FAC RSUs, of which 8,793 were unvested at the time of the distribution and shares acquired through automatic dividend reinvestment. The current number of

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unvested RSUs excludes RSUs associated with this grant that are required to be transferred to the reporting person's ex-wife upon vesting pursuant to a domestic relations order. The vesting schedule of the FAC RSUs, vesting in five equal annual increments commencing 3/4/09, the first anniversary of the grant, has been carried over to the issuer RSUs.

- (3) Includes 9,081 unvested RSUs acquired in a pro rata distribution by FAC on account of an original grant of 12,209 FAC RSUs, of which 10,133 were unvested at the time of the distribution and shares acquired through automatic dividend reinvestment. The current number of unvested RSUs excludes RSUs associated with this grant that are required to be transferred to the reporting person's ex-wife upon vesting pursuant to a domestic relations order. The vesting schedule of the FAC RSUs, vesting in five equal annual increments commencing 3/20/10, the first anniversary of the grant, has been carried over to the issuer RSUs.
- (4) Includes 20,113 unvested RSUs acquired in a pro rata distribution by 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 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.
- (5) Includes 72,713 shares 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 (if the performance criteria have been met) in three equal annual increments commencing on 6/1/13, 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.
- (6) Includes 22,552 unvested RSUs acquired pursuant to an original grant of 22,274 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 3/21/12, the first anniversary of the grant.
- (7) Pursuant to a domestic relations order, 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 the cash proceeds generated from the sale of applicable shares, after any applicable vesting and/or exercise.
- (8) Amount shown consists of shares contributed by issuer as company match, shares purchased for the reporting person's 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).
- (9) The vesting schedule of the original FAC option, vesting in five equal annual increments commencing 3/12/04, the first anniversary of the grant, has been carried over to the issuer options.
- (10) The vesting schedule of the original FAC option, vesting in five equal annual increments commencing 4/1/04, the first anniversary of the grant, has been carried over to the issuer options.
- (11) The vesting schedule of the original FAC option, vesting in five equal annual increments commencing 10/21/05, the first anniversary of the grant, has been carried over to the issuer options.
- (12) The vesting schedule of the original FAC option, vesting in five equal annual increments commencing 1/13/07, the first anniversary of the grant, has been carried over to the issuer options.

Â

### Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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