

First American Financial Corp  
Form 4  
November 19, 2015

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GILMORE DENNIS J**

(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)

**11/17/2015**

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)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/17/2015		M <sup>(1)</sup>	139,744 A	\$ 20.4 783,400	D	
Common Stock	11/17/2015		S	139,744 D	\$ 37.12 643,656	D <sup>(3)</sup> <sup>(4)</sup> <sup>(5)</sup>	
Common Stock					2,343.023	I	By 401(k) Plan Trust <sup>(7)</sup>

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**

SEC 1474  
(9-02)

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**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 Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 20.4	11/17/2015		M <sup>(1)</sup>	139,744	12/08/2006 <sup>(8)</sup> 12/08/2015	Common Stock 139,744

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GILMORE DENNIS J 1 FIRST AMERICAN WAY SANTA ANA, CA 92707	X Chief Executive Officer

## Signatures

/s/ Greg L. Smith, attorney-in-fact for Dennis J. Gilmore

11/19/2015

\_\_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) This sale was effected pursuant to a Rule 10b5-1 trading plan.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.78 to \$37.90, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(3) Includes 29,187 unvested Restricted Stock Units ("RSUs") acquired pursuant to an original grant of 106,959 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 3/1/13, the first anniversary of the grant made on 2/29/12.

(4) Includes 63,831 unvested RSUs acquired pursuant to an original grant of 119,126 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 3/4/14, the first anniversary of the grant.

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- (5) Includes 61,749 unvested RSUs acquired pursuant to an original grant of 78,380 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 2/27/15, the first anniversary of the grant.
- (6) Includes 74,165 unvested RSUs acquired pursuant to an original grant of 72,665 RSUs and shares acquired through automatic dividend reinvestment, vesting in four equal annual increments commencing 2/25/16, the first anniversary of the grant.  
  
Amount shown consists of shares contributed by issuer as company match, shares purchased for the reporting person's account and shares
- (7) 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).
- (8) The vesting schedule of the original FAC option, vesting in five equal annual increments commencing 12/8/06, the first anniversary of the grant, has been carried over to the issuer options.

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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