

Seaton Mark Edward  
 Form 3  
 December 16, 2010

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

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**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)

<p>1. Name and Address of Reporting Person *</p> <p>Seaton Mark Edward</p> <p>(Last) (First) (Middle)</p> <p>1 FIRST AMERICAN WAY</p> <p>(Street)</p> <p>SANTA ANA, CA 92707</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/07/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>First American Financial Corp [FAF]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Senior Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
--	---	---	--	---	--

**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	3,807	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	^

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	---	---	--	---	--

Edgar Filing: Seaton Mark Edward - Form 3

Date	Expiration	Amount or	or Indirect
Exercisable	Date	Number of	(I)
		Shares	(Instr. 5)

## Reporting Owners

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

## Signatures

/s/ Greg L. Smith, Attorney-in-Fact for Mark E. Seaton 12/16/2010

\*\*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 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) The number of RSUs acquired in the distribution is equal to the number of unvested FAC RSUs held by the reporting person at the time of the distribution multiplied by \$32.84/\$14.10, which represents the last FAC trading price divided by the when-issued trading price of the issuer on June 1, 2010.

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. 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.