FIRST AMERICAN CORP
Form 10-Q/A
February 13, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

x **AMENDMENT NO. 1 TO QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2005

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 001-13585

THE FIRST AMERICAN CORPORATION

(Exact name of registrant as specified in its charter)

Incorporated in California **(State or other jurisdiction of incorporation or organization)**	**95-1068610** **(I.R.S. Employer Identification No.)**
1 First American Way, Santa Ana, California **(Address of principal executive offices)**	**92707-5913** **(Zip Code)**

(714) 800-3000

(Registrant s telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer x Accelerated filer ¨ Non-accelerated filer ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY

PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes ¨ No ¨

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

On February 9, 2006, there were 95,881,835 shares of Common stock outstanding.

The undersigned registrant hereby amends Item 2 and Item 5 of Part II of its Quarterly Report on Form 10-Q for the period ended March 31, 2005, as follows. The amendment is made to include information regarding an unregistered issuance of equity securities which occurred during such period.

Item 2. **Unregistered Sales of Equity Securities and Use of Proceeds**

On February 18, 2005, the Company issued 1,740,943 shares of its common stock to the selling stockholders of United General Financial Services, Inc. in connection with the closing of the Company s acquisition of United General on that date. The issued common stock represented $64,162,454.27 of the total purchase price paid to the United General selling stockholders in connection with the acquisition. In issuing the shares, the Company relied upon the exemption from registration provided by Section 4(2) of the Securities Act of 1933, based on the limited number of recipients of the shares and the fact that each of the recipients was an accredited investor.

The following table describes purchases by the Company of the Company s Common shares which settled during each period set forth in the table. Prices in column (b) include commissions. Purchases described in column (c) were made pursuant to the share repurchase program announced by the Company on May 18, 2004. Under this plan, which has no expiration date, the Company may repurchase up to $100 million of the Company s issued and outstanding Common shares.

	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
Period				
January 1 to January 31, 2005		$		$ 61,036,316
February 1 to February 28, 2005	135,000	$ 36.10	135,000	$ 56,163,270
March 1 to March 31, 2005		$		$ 56,163,270
Total	135,000	$ 36.10	135,000	$ 56,163,270

Item 5. **Other Information**

See Item 2 above.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned thereunto duly authorized.

THE FIRST AMERICAN CORPORATION

(Registrant)

/s/ Parker S. Kennedy
Parker S. Kennedy
Chairman and Chief Executive Officer

/s/ Max O. Valdes
Max O. Valdes
Vice President,

Date: February 13, 2006

Chief Accounting Officer

EXHIBIT INDEX

Exhibit No.	Description
(31)(a)	Certification by Chief Executive Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
(31)(b)	Certification by Chief Financial Officer Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
(32)(a)	Certification by Chief Executive Officer Pursuant to 18 U.S.C. Section 1350
(32)(b)	Certification by Chief Financial Officer Pursuant to 18 U.S.C. Section 1350