FIRST AMERICAN FINANCIAL CORP
Form 424B3
January 25, 2002

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED AUGUST 8, 2001)

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-65216

[Logo of The First American Corporation]

THE FIRST AMERICAN CORPORATION

$210,000,000 Principal Amount of
4.50% Senior Convertible Debentures Due 2008
(Interest Payable April 15 and October 15)

7,500,000 Common Shares
(Subject To Adjustment)

This document supplements the prospectus dated August 8, 2001, as supplemented by the prospectus supplement dated September 7, 2001, the prospectus supplement dated October 9, 2001 and the prospectus supplement dated November 21, 2001 relating to the senior convertible debentures and the common shares issuable upon conversion of the senior convertible debentures. This prospectus supplement is incorporated by reference into the prospectus. The information in this prospectus supplement replaces and supersedes the information set forth under the heading "Selling Securityholders" in the prospectus dated August 8, 2001.

YOU SHOULD READ CAREFULLY THE "RISK FACTORS" BEGINNING ON PAGE 4 OF THE PROSPECTUS BEFORE DECIDING WHETHER TO INVEST IN OUR SENIOR CONVERTIBLE DEBENTURES OR COMMON SHARES.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is January 25, 2002.

SELLING SECURITYHOLDERS

The senior convertible debentures were originally purchased from First American on April 24, 2001. The initial purchasers of the senior convertible debentures have advised First American that the senior convertible debentures were resold in transactions exempt from the registration requirements of the Securities Act to "qualified institutional buyers," defined in Rule 144A of the Securities Act and to buyers outside the United States in accordance with Regulation S under the Securities Act. These subsequent purchasers, or their transferees, pledgees, donees or successors, may from time to time offer and sell any or all of the senior convertible debentures and/or First American

common shares issuable upon conversion of the senior convertible debentures pursuant to this prospectus.

The selling securityholders may choose to sell senior convertible debentures and/or common shares issuable upon conversion of the senior convertible debentures from time to time. See "Plan of Distribution."

The following table sets forth:

- the name of each selling securityholder who has provided First American with notice as of the date of this prospectus pursuant to the registration rights agreement of its intent to sell or otherwise dispose of senior convertible debentures and/or common shares issuable upon conversion of the senior convertible debentures pursuant to the registration statement;

- the principal amount of senior convertible debentures and the number of common shares issuable upon conversion of the senior convertible debentures which it may sell from time to time pursuant to the registration statement; and

- the amount of outstanding senior convertible debentures and common shares beneficially owned by the selling securityholder prior to the offering (assuming no conversion of the senior convertible debentures).

Except as indicated below, no selling securityholder, and no affiliate of a selling securityholder, has held any position or office with, been employed by or otherwise has had any material relationship with First American or First American's affiliates, during the three years prior to the date of this prospectus.

A selling securityholder may offer all or some portion of the senior convertible debentures and common shares issuable upon conversion of the senior convertible debentures. Accordingly, no estimate can be given as to the amount or percentage of senior convertible debentures or common shares that will be held by the selling securityholders upon termination of sales pursuant to this prospectus. In addition, the selling securityholders identified below may have sold, transferred or disposed of all or a portion of their senior convertible debentures since the date on which they provided the information regarding their holdings in transactions exempt from the registration requirements of the Securities Act.

Selling Security Holder*	Amount of Senior Convertible Debentures that may be Sold	Amount of Senior Convertible Debentures Owned Before the Offering	Common Shares that may be Sold
AAM/Zazove Institutional Income Fund LP.....	$ 800,000	$ 800,000	28,571
Acacia Life Insurance Company.....	$ 220,000	$ 220,000	7,857
Aftra Health Fund.....	$ 285,000	$ 285,000	10,178
AIG/National Union Fire Insurance.....	$ 600,000	$ 600,000	21,428
Alpine Associates.....	$ 4,350,000	$ 4,350,000	155,357
Alpine Partners, L.P.....	$ 650,000	$ 650,000	23,214
American Country Insurance Company.....	$ 400,000	$ 400,000	14,285
American Fidelity Assurance Company.....	$ 150,000	$ 150,000	5,357

American Founders Life Insurance Company.....	$ 250,000	$ 250,000	8,928
American Motorist Insurance Company.....	$ 575,000	$ 575,000	20,535
American Pioneer Life Insurance Co. of New York.....	$ 80,000	$ 80,000	2,857
American Progressive Life and Health Insurance Company of New York.....	$ 80,000	$ 80,000	2,857
American Public Entity Excess Pool.....	$ 80,000	$ 80,000	2,857
Amerisure Companies/Michigan Mutual Insurance Company.....	$ 300,000	$ 300,000	10,714
Ameritas Life Insurance Company.....	$ 450,000	$ 450,000	16,071
Amwest Surety Insurance Company.....	$ 370,000	$ 370,000	13,214
Arbitex Master Fund, L.P.....	$ 6,775,000	$ 6,775,000	241,964
Arkansas PERS.....	$ 1,150,000	$ 1,150,000	41,071
Baltimore Life Insurance.....	$ 300,000	$ 300,000	10,714
Banc of America Securities LLC.....	$ 9,820,000	$ 9,820,000	350,714
Bankers Trust Company Trustee for DaimlerChrysler Corp Emp.#1 Pension Plan Dtd 4/1/89.....	$ 5,250,000	$ 5,250,000	187,500
Bay County PERS.....	$ 155,000	$ 155,000	5,535
BayState Health System, Inc.....	$ 15,000	$ 15,000	535
BCS Life Insurance Company.....	$ 600,000	$ 600,000	21,428
Bear, Stearns & Co. INC.....	$ 3,000,000	$ 3,000,000	107,142
Blue Cross Blue Shield of Florida.....	$ 750,000	$ 750,000	26,785
BN Convertible Securities Top Fund.....	$ 420,000	$ 420,000	15,000
Boilermakers Blacksmith Pension Trust	$ 1,575,000	$ 1,575,000	56,250
British Virgin Island Social Security Board.....	$ 54,000	$ 54,000	1,928
Buckeye State Mutual Insurance Co.....	$ 25,000	$ 25,000	892
CapitalCare, Inc.....	$ 35,000	$ 35,000	1,250
CareFirst of Maryland, Inc.....	$ 150,000	$ 150,000	5,357
Catholic Mutual Relief Society of America.....	$ 700,000	$ 700,000	25,000
Catholic Mutual Relief Society of America Retirement Plan and Trust.....	$ 300,000	$ 300,000	10,714
Catholic Relief Insurance Company of America.....	$ 550,000	$ 550,000	19,642
Celina Mutual Insurance Company.....	$ 20,000	$ 20,000	714
Central States Health and Life Company of Omaha.....	$ 260,000	$ 260,000	9,285
Chicago Mutual Insurance Company.....	$ 70,000	$ 70,000	2,500
Chrysler Insurance Company.....	$ 2,000,000	$ 2,000,000	71,428
City of Birmingham Retirement & Relief System.....	$ 750,000	$ 750,000	26,785
Clinton Riverside Convertible Portfolio Limited.....	$ 7,025,000	$ 7,025,000	250,892
Colgate-Palmolive Company Retirement Trust.....	$ 380,000	$ 380,000	13,571
Colonial Life Insurance Company of Texas.....	$ 45,000	$ 45,000	1,607
Colonial Lloyd Insurance Company.....	$ 15,000	$ 15,000	535
Commonwealth Dealers--CDLIC.....	$ 180,000	$ 180,000	6,428
Concord Life Insurance Company.....	$ 180,000	$ 180,000	6,428
Condor Insurance Company.....	$ 160,000	$ 160,000	5,714
Conseco Annuity Assurance Multi-Bucket Annuity Convertible Bond Fund.....	$ 2,750,000	$ 2,750,000	98,214
Conseco Fund Group - Convertible Securities Fund.....	$ 750,000	$ 750,000	26,785
Credit Lyonnais Securities (USA) Inc.....	$ 2,000,000	$ 2,000,000	71,428
Credit Suisse First Boston Corporation.....	$ 3,230,000	$ 3,230,000	115,357
CSA Fraternal Life Insurance Company.....	$ 130,000	$ 130,000	4,642
CSFB Convertible & Quantitative Strategies.....	$ 2,500,000	$ 2,500,000	89,285

Cumberland Insurance Company	$ 100,000	$ 100,000	3,571
Cumberland Mutual Fire Insurance Company	$ 400,000	$ 400,000	14,285
Dakota Truck Underwriters	$ 25,000	$ 25,000	892
Delaware PERS	$ 1,725,000	$ 1,725,000	61,607
Delta Airlines Inc. Retirement Plan	$ 2,620,000	$ 2,620,000	93,571
DLB High Yield Fund	$ 40,000	$ 40,000	1,428
Dorinco Reinsurance Company	$ 800,000	$ 800,000	28,571
Eagle Pacific Insurance Company	$ 270,000	$ 270,000	9,642
Educators Mutual Life Insurance Company	$ 230,000	$ 230,000	8,214
F.I.S.T. Convertible Securities Fund	$ 3,000,000	$ 3,000,000	107,142
F.R. Convt. Sec. Fn	$ 300,000	$ 300,000	10,714
Farmers Home Mutual Insurance Company	$ 450,000	$ 450,000	16,071
Farmers Mutual Protective Association of Texas	$ 130,000	$ 130,000	4,642
Federated Rural Electric Insurance Exchange	$ 450,000	$ 450,000	16,071
First Dakota Indemnity Company	$ 15,000	$ 15,000	535
First Mercury Insurance Company	$ 600,000	$ 600,000	21,428
Founders Insurance Company	$ 40,000	$ 40,000	1,428
Franklin and Marshall College	$ 220,000	$ 220,000	7,857
FreeState Health Plan, Inc	$ 45,000	$ 45,000	1,607
Genessee County Employees' Retirement System	$ 275,000	$ 275,000	9,821
Global Bermuda Limited Partnership	$ 1,000,000	$ 1,000,000	35,714
Goldman Sachs and Company	$ 500,000	$ 500,000	17,857
Goodville Mutual Casualty Company	$ 50,000	$ 50,000	1,785
Grain Dealers Mutual Insurance	$ 170,000	$ 170,000	6,071
Green Tree Perpetual Assurance Company	$ 250,000	$ 250,000	8,928
Group Hospitalization and Medical Services, Inc	$ 175,000	$ 175,000	6,250
Guarantee Trust Life Insurance Company	$ 1,000,000	$ 1,000,000	35,714
Guaranty Income Life Insurance Company	$ 400,000	$ 400,000	14,285
Gulf Investment Corporation	$ 350,000	$ 350,000	12,500
Hannover Life Reassurance Company of America	$ 800,000	$ 800,000	28,571
HealthNow New York, Inc	$ 100,000	$ 100,000	3,571
HFR Master Fund LTD	$ 200,000	$ 200,000	7,142
Highbridge International LLC	$ 4,000,000	$ 4,000,000	142,857
Holy Family Society	$ 100,000	$ 100,000	3,571
ICI American Holdings Trust	$ 650,000	$ 650,000	23,214
Independence Blue Cross	$ 235,000	$ 235,000	8,392
Indiana Lumbermens Mutual Insurance Company	$ 450,000	$ 450,000	16,071
Integrity Mutual Insurance Company	$ 300,000	$ 300,000	10,714
ISBA Mutual Insurance Company	$ 210,000	$ 210,000	7,500
Jackson County Employees' Retirement System	$ 150,000	$ 150,000	5,357
Jefferies & Co	$ 800,000	$ 800,000	28,571
JMG Capital Partners, LP	$ 500,000	$ 500,000	17,857
Kanawha Insurance Company	$ 1,000,000	$ 1,000,000	35,714
Kerr-McGee Corporation	$ 400,000	$ 400,000	14,285
Lakeshore International Ltd	$ 2,000,000	$ 2,000,000	71,428
Landesbank Schleswig-Holstein International S.A	$ 1,000,000	$ 1,000,000	35,714
Landmark Life Insurance Company	$ 60,000	$ 60,000	2,142
Lebanon Mutual Insurance Company	$ 140,000	$ 140,000	5,000

Lehman Brothers Inc.**	$ 24,500,000	$ 24,500,000	875,000
Lincoln Memorial Life Insurance Company	$ 225,000	$ 225,000	8,035
Lions Club International Foundation	$ 200,000	$ 200,000	7,142
Local Initiatives Support Corporation	$ 60,000	$ 60,000	2,142
Loyal Christian Benefit Association	$ 70,000	$ 70,000	2,500
Lutheran Brotherhood	$ 1,000,000	$ 1,000,000	35,714
Lyxor Master Fund	$ 5,000,000	$ 5,000,000	178,571
Macomb County Employees' Retirement System	$ 350,000	$ 350,000	12,500
Mainstay Convertible Fund	$ 4,115,000	$ 4,115,000	146,964
Mainstay VP Convertible Portfolio	$ 1,045,000	$ 1,045,000	37,321
Marquette Indemnity and Life Insurance Company	$ 60,000	$ 60,000	2,142
Massachusetts Mutual Life Insurance Company	$ 1,300,000	$ 1,300,000	46,428
MassMutual Asia Limited	$ 15,000	$ 15,000	535
MassMutual Corporate Investors	$ 220,000	$ 220,000	7,857
MassMutual Diversified Bond Fund	$ 15,000	$ 15,000	535
MassMutual High Yield Partners II LLC	$ 775,000	$ 775,000	27,678
MassMutual Participation Investors	$ 120,000	$ 120,000	4,285
Medico Life Insurance Company	$ 800,000	$ 800,000	28,571
MEDMARC Insurance Company	$ 600,000	$ 600,000	21,428
Merrill Lynch Insurance Group	$ 284,000	$ 284,000	10,142
Michigan Mutual Insurance Company	$ 850,000	$ 850,000	30,357
Michigan Professional Insurance Exchange	$ 100,000	$ 100,000	3,571
Mid America Life Insurance Company	$ 60,000	$ 60,000	2,142
Middle Cities Risk Management Trust	$ 200,000	$ 200,000	7,142
Midwest Security Life	$ 260,000	$ 260,000	9,285
Morgan Stanley & Co	$ 10,000,000	$ 10,000,000	357,142
Morgan Stanley Dean Witter Convertible Securities Trust	$ 2,000,000	$ 2,000,000	71,428
Mutual Protective Insurance Company	$ 1,000,000	$ 1,000,000	35,714
Nabisco Holdings	$ 34,000	$ 34,000	1,214
Nashville Electric Service	$ 125,000	$ 125,000	4,464
National Mutual Insurance Company	$ 30,000	$ 30,000	1,071
NCMIC	$ 500,000	$ 500,000	17,857
New Era Life Insurance Company	$ 270,000	$ 270,000	9,642
New York Life Insurance and Annuity Corporation	$ 1,600,000	$ 1,600,000	57,142
New York Life Insurance Company	$ 10,900,000	$ 10,900,000	389,285
New York Life Separate Account # 7	$ 555,000	$ 555,000	19,821
NORCAL Mutual Insurance Company	$ 225,000	$ 225,000	8,035
Oak Casualty Insurance Company	$ 40,000	$ 40,000	1,428
Ohio Bureau of Workers Compensation	$ 149,000	$ 149,000	5,321
Ondeo Nalco	$ 200,000	$ 200,000	7,142
Pacific Eagle Insurance Company	$ 150,000	$ 150,000	5,357
Penn Treaty Network America Insurance Company	$ 275,000	$ 275,000	9,821
Phico Insurance Company	$ 600,000	$ 600,000	21,428
Physicians Mutual Insurance Company	$ 600,000	$ 600,000	21,428
Physicians' Reciprocal Insurers Account #7	$ 1,000,000	$ 1,000,000	35,714
Pioneer Insurance Company	$ 90,000	$ 90,000	3,214
Premera Blue Cross	$ 1,600,000	$ 1,600,000	57,142
R.J.R. Reynolds	$ 102,000	$ 102,000	3,642
Republic Mutual Insurance Company	$ 15,000	$ 15,000	535
Salomon Smith Barney	$ 1,600,000	$ 1,600,000	57,142

Scor Life Re Convertible Program	$ 450,000	$ 450,000	16,071

Shell Pension Trust	$ 217,000	$ 217,000	7,750
Southern Farm Bureau Life Insurance	$ 600,000	$ 600,000	21,428
Southern Farm Bureau Life Insurance Company	$ 750,000	$ 750,000	26,785
Standard Mutual Insurance Company	$ 250,000	$ 250,000	8,928
Starvest Combined Portfolio	$ 655,000	$ 655,000	23,392
Starvest Managed Portfolio	$ 60,000	$ 60,000	2,142
State National Insurance Company	$ 100,000	$ 100,000	3,571
State of Florida Division Treasury	$ 1,575,000	$ 1,575,000	56,250
State of Florida, Office of the Treasurer	$ 3,000,000	$ 3,000,000	107,142
State of Oregon/Equity	$ 5,625,000	$ 5,625,000	200,892
State Street Bank Custodian for GE Pension Trust	$ 1,655,000	$ 1,655,000	59,107
Syngenta AG	$ 300,000	$ 300,000	10,714
Texas Builders Insurance Company	$ 130,000	$ 130,000	4,642
Texas Hospital Insurance Exchange	$ 25,000	$ 25,000	892
The Cockrell Foundation	$ 75,000	$ 75,000	2,678
The Grable Foundation	$ 135,000	$ 135,000	4,821
The Northwestern Mutual Life Insurance Company	$ 3,750,000	$ 3,750,000	133,928
The Northwestern Mutual Life Insurance Company Group Annuity Separate Account	$ 250,000	$ 250,000	8,928
Transguard Insurance Company of America, Inc	$ 900,000	$ 900,000	32,142
Tuscarora Wayne Mutual Insurance Company	$ 90,000	$ 90,000	3,214
UBS AG London Branch	$ 13,000,000	$ 13,000,000	464,285
UBS O'Connor LLC F/B/O O'Connor Global Convertible Portfolio	$ 500,000	$ 500,000	17,857
UBS O'Connor LLC F/B/O/ UBS Global Equity Artibrage Master LTD	$ 3,000,000	$ 3,000,000	107,142
United National Insurance Company	$ 700,000	$ 700,000	25,000
Vesta-Inex Insurance Exchange IASA	$ 500,000	$ 500,000	17,857
Victory Capital Management as Investment Manager for Health Foundation of Greater Cincinnati	$ 75,000	$ 75,000	2,678
Victory Capital Management as Agent for the Charitable Convertible Securities Fund	$ 645,000	$ 645,000	23,035
Victory Capital Management as Agent for the Charitable Income Fund	$ 105,000	$ 105,000	3,750
Victory Capital Management as Agent for the EB Convertible Securities Fund	$ 670,000	$ 670,000	23,928
Victory Capital Management as Agent for the Field Foundation of Illinois	$ 35,000	$ 35,000	1,250
Victory Capital Management as Agent for the GenCorp Foundation	$ 35,000	$ 35,000	1,250
Victory Capital Management as Agent for the Key Trust Convertible Securities Fund	$ 110,000	$ 110,000	3,928
Victory Capital Management as Agent for the Key Trust Fixed Income Fund	$ 160,000	$ 160,000	5,714
Victory Capital Management as Agent for the Parker/Key Convertible	$ 170,000	$ 170,000	6,071

Victory Capital Management as Agent for the Union Security Life Insurance Co	$ 40,000	$ 40,000	1,428

Victory Capital Management as Agent for the Victory Convertible Securities Fdn...	$ 575,000	$ 575,000	20,535
Victory Capital Management as Agent for the Victory Invest Quality Bond Fund.....	$ 85,000	$ 85,000	3,035
Victory Capital Management as Investment Manager for Potlatch.....	$ 325,000	$ 325,000	11,607
Victory Capital Management as Investment Manager for the California State Auto Assoc Inter-Insurance.....	$ 465,000	$ 465,000	16,607
Victory Capital Management as Investment Manager for the California State Auto Assoc Retirement Pension Plan.....	$ 75,000	$ 75,000	2,678
Victory Capital Management as Investment Manager for the JC Penney Life Insurance Co.....	$ 700,000	$ 700,000	25,000
West Virginia Fire Insurance Company.....	$ 10,000	$ 10,000	357
Western Home Insurance Company.....	$ 190,000	$ 190,000	6,785
Westward Life Insurance Company.....	$ 160,000	$ 160,000	5,714
White River Securities L.L.C.....	$ 3,000,000	$ 3,000,000	107,142
Wisconsin Lawyers Mutual Insurance Company.....	$ 200,000	$ 200,000	7,142
Wisconsin Mutual Insurance Company.....	$ 150,000	$ 150,000	5,357
World Insurance Company.....	$ 500,000	$ 500,000	17,857
Zazove Convertible Securities Fund Inc.....	$ 1,000,000	$ 1,000,000	35,714
Zazove Hedged Convertible Fund L.P.....	$ 1,500,000	$ 1,500,000	53,571
Zeneca Holdings Trust.....	$ 430,000	$ 430,000	15,357
Zurich Institutional Benchmarks Master Fund LTD.....	$ 1,000,000	$ 1,000,000	35,714

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* This prospectus may also be used by the donees and pledgees of each named selling securityholder after the date of this prospectus.

** Lehman Brothers Inc. was an initial purchaser, and acted as lead underwriter in connection with the original sale, of the senior convertible debentures.