#### KENNEDY PARKER S

Form 4

March 06, 2009

## FORM 4

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

OMB 3235-0287 Number:

burden hours per

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

|                                      | Address of Reporting Y PARKER S         | Symbol                         |                                       | nd Ticker or Trading  CAN CORP [FAF]                                | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)                             |   |   |  |  |
|--------------------------------------|---|--------------------------------|---------------------------------------|---|--|---|---|--|--|
| (Last)                               | (First) (I                              | Middle) 3. Date of             | . Date of Earliest Transaction        |   | (Check an applicable)  |   |   |  |  |
| 1 FIRST A                            | MERICAN WAY                             | *                              | Day/Year)<br>2009                     |   | X Director<br>X Officer (g<br>below)   |   |   |  |  |
|                                      | 4. If Am                                | 4. If Amendment, Date Original |                                       |   | 6. Individual or Joint/Group Filing(Check  |   |   |  |  |
| SANTA A                              | Filed(Mo                                | Filed(Month/Day/Year)          |                                       |   | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |   |   |  |  |
| (City)                               | (State)                                 | (Zip) Tak                      | ole I - Non-                          | Derivative Securities Ac  | quired, Disposed   | of, or Benefic                                | ially Owned   |  |  |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) |                                | 3.<br>Transacti<br>Code<br>(Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported                         | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |  |

| Common          | 02/05/2000 | ( | Code         | V | Amount | . , | Price | Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | or Indirect (I) (Instr. 4) | (Instr. 4)                              |
|-----------------|------------|---|--------------|---|--------|-----|-------|---|----------------------------|---|
| Stock           | 03/05/2009 |   | F <u>(1)</u> |   | 3,430  | D   | 19.87 | 46,121  | D (2)                      |   |
| Common<br>Stock |            |   |              |   |        |     |       | 11,515.406  | I                          | By 401(k)<br>Plan Trust                 |
| Common<br>Stock |            |   |              |   |        |     |       | 463,799   | I                          | By Limited<br>Partnership               |
| Common<br>Stock |            |   |              |   |        |     |       | 55,134  | I                          | By Spouse<br>Via Limited<br>Partnership |

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

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SEC 1474 (9-02)

# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | of      |                       |                    | 7. Title and A Underlying S (Instr. 3 and | Securities                          |
|---|---|---|---|--|---------|-----------------------|--------------------|---|-------------------------------------|
|   |   |   |   | Code V                                 | (A) (D) | Date Exercisable      | Expiration<br>Date | Title                                     | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 13.13  |   |   |  |         | 02/24/2001(4)         | 02/24/2010         | Common<br>Stock                           | 40,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 30.8   |   |   |  |         | 12/14/2001 <u>(5)</u> | 12/14/2010         | Common<br>Stock                           | 40,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 19.2   |   |   |  |         | 12/13/2002(6)         | 12/13/2011         | Common<br>Stock                           | 40,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 22.85  |   |   |  |         | 02/27/2004(7)         | 02/27/2013         | Common<br>Stock                           | 80,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 30.56  |   |   |  |         | 02/26/2005(8)         | 02/26/2014         | Common<br>Stock                           | 80,000                              |
|   | \$ 36.55  |   |   |  |         | 02/28/2006(9)         | 02/28/2015         |   | 80,000                              |

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Employee Common Stock Stock

Option (Right to Buy)

Employee

Stock

Option \$ 47.49

12/08/2006(10) 12/08/2015

Common Stock 80,000

(Right to Buy)

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KENNEDY PARKER S 1 FIRST AMERICAN WAY SANTA ANA, CA 92707

X

Chief Executive Officer

### **Signatures**

/s/ Jeffrey S. Robinson, Attorney-in-Fact for Parker S. Kennedy

03/06/2009

\*\*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) Payment of tax liability by withholding securities incident to the vesting of restricted stock units.
- (2) Includes 28,804 unvested restricted stock units (including shares acquired through automatic dividend reinvestment) acquired pursuant to a grant of 45,373 restricted stock units vesting in five equal annual increments commencing 3/5/08, the first anniversary of the grant.
- Amount shown consists of shares contributed by issuer as company match, shares purchased for my 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).
- (4) The option vests in five equal annual increments commencing 2/24/01, the first anniversary of the grant.
- (5) The option vests in five equal annual increments commencing 12/14/01, the first anniversary of the grant.
- (6) The option vests in five equal annual increments commencing 12/13/02, the first anniversary of the grant.
- (7) The option vests in five equal annual increments commencing 2/27/04, the first anniversary of the grant.
- (8) The option vests in five equal annual increments commencing 2/26/05, the first anniversary of the grant.
- (9) The option vests in five equal annual increments commencing 2/28/06, the first anniversary of the grant.
- (10) The option vests in five equal annual increments commencing 12/8/06, the first anniversary of the grant.

#### **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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