

Meritage Homes CORP
 Form 4
 February 15, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Lord Phillippe

(Last) (First) (Middle)
 8800 EAST RAINTREE DRIVE, SUITE 300
 (Street)

SCOTTSDALE, AZ 85260

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Meritage Homes CORP [MTH]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/13/2017

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)
 Executive Vice President, COO

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 Ownership (Instr. 4)
				(A) or (D)	Price		
MTH Common Stock	02/13/2017		S	711 ⁽¹⁾	D \$ 34.85	3,460	D
MTH Common Stock	02/14/2017		S	1,146 ⁽¹⁾	D \$ 34	4,714 ⁽²⁾	D
MTH Common Shares						26,789 ⁽³⁾	D

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 (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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Rights	\$ 0	02/14/2017		A	8,248	(4) 02/14/2020	MTH Common Shares	8,248	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lord Phillippe 8800 EAST RAINTREE DRIVE SUITE 300 SCOTTSDALE, AZ 85260			Executive Vice President, COO	

Signatures

/s/ Alison Sasser, attorney-in-fact for Phillippe Lord
Date: 02/15/2017

**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) Represents sale of shares to cover required tax withholdings under a 10b5-1 plan.
- (2) Balance reflects all other holdings, including restricted shares that have previously vested.
- (3) Balance represents restricted shares and restricted share units not vested.
- (4) Each performance award represents a contingent right to receive one share of MTH common stock. The performance awards vest upon MTH's common stock achieving a three-year total shareholder return relative to a defined peer group. The number of derivative securities and underlying securities reported in the table above is based on the maximum amount of shares that may be earned under the

Edgar Filing: Meritage Homes CORP - Form 4

performance awards. The actual performance awards issued may range from 0 shares to the maximum noted above.

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.