

MARSHALL RYAN
Form 4
February 08, 2019

FORM 4

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

OMB APPROVAL

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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 *
MARSHALL RYAN

(Last) (First) (Middle)
3350 PEACHTREE ROAD
NORTHEAST, SUITE 150
(Street)

ATLANTA, GA 30326

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PULTEGROUP INC/MI/ [PHM]

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2019

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)
Chief Exec Officer, President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/06/2019 | | A | | 34,951 (1) (2) \$ 0 | D | |
| Common Stock | 02/06/2019 | | F | | 10,498 (3) \$ 26.855 | D | |
| Common Stock | 02/06/2019 | | A | | 93,093 A \$ 0 | D | |
| Units | | | | | 1,079.666 (4) | I | By 401(k) Plan (5) |

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

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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 Acquired (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARSHALL RYAN 3350 PEACHTREE ROAD NORTHEAST SUITE 150 ATLANTA, GA 30326 | X | | Chief Exec Officer, President | |

Signatures

/s/ Todd N. Sheldon, 02/08/2019
Attorney-in-Fact

__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) These shares were granted to settle a stock-settled performance award under the PulteGroup, Inc. 2013 Senior Management Incentive Plan.
 - (2) These shares are fully vested and exercisable.
 - (3) These shares were surrendered to issuer to cover tax obligations on common shares granted to settle a stock-settled performance award. On April 2, 2018, .029 units of the PulteGroup, Inc. Stock Fund of the PulteGroup, Inc. 401(k) Plan ("Plan") were sold to cover the fees on the Plan. On July 2, 2018, .028 units of the PulteGroup, Inc. Stock Fund of the Plan were sold to cover the fees on the Plan. On October 1, 2018, .028 units of the PulteGroup, Inc. Stock Fund of the Plan were sold to cover the fees on the Plan. On January 2, 2019, .031 units of the PulteGroup, Inc. Stock Fund of the Plan were sold to cover the fees on the Plan.

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Represents units of the PulteGroup, Inc. Stock Fund (the "Fund") of the PulteGroup, Inc. 401(k) Plan. The Fund consists of cash and
(5) Common Stock in amounts that vary from time to time. The reporting person's units represented 2,458.31 shares of PulteGroup, Inc. Common Stock held in the Fund as of February 6, 2019.

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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