

Sherman Darrell
Form 4
April 16, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sherman Darrell

2. Issuer Name **and** Ticker or Trading
Symbol
Taylor Morrison Home Corp
[TMHC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
4900 N. SCOTTSDALE ROAD,
SUITE 2000

3. Date of Earliest Transaction
(Month/Day/Year)
04/12/2013

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP and General Counsel

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

SCOTTSDALE, AZ 85251

(City) (State) (Zip)

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 (D) Price			

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 22	04/12/2013	A		67,500		<u>(1)</u>	04/12/2023	Class A Common Stock	67,500
Common Partnership Units and Class B Common Stock	<u>(3)</u>	04/09/2013	A		138,046		<u>(3)</u>	<u>(4)</u>	Class A Common Stock	138,046

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sherman Darrell 4900 N. SCOTTSDALE ROAD, SUITE 2000 SCOTTSDALE, AZ 85251			VP and General Counsel	

Signatures

/s/ Darrell
Sherman

04/16/2013

 **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) Subject to certain conditions, the options will generally vest in four equal installments of 25% on each of April 12, 2015, April 12, 2016, April 12, 2017 and April 12, 2018.
- (2) The options were granted to Mr. Sherman in accordance with the Taylor Morrison 2013 Omnibus Equity Award Plan.
- Pursuant to the terms of the Exchange Agreement dated as of April 9, 2013, Mr. Sherman may exchange all or a portion of his vested New TMM Units (along with an equal number of its Class B Shares) at any time for shares of Class A Common Stock (the "Class A Shares") of the Issuer on a one-for-one basis. Unvested New TMM Units (along with corresponding shares of of the issuer's Class B common stock) vest in equal annual installments of 20% per year on each anniversary of the original date of grant of the interests that were exchanged for the New TMM Units, subject to the individual's continued employment or service through the applicable vesting date.
- The New TMM Units do not expire and the reporting person is not required to pay an exercise price in connection with exchanges. The
- (4) Class B common stock provides the holder with one vote on all matters submitted to a vote of the issuer's stockholders but does not entitle the holder to any of the economic rights associated with shares of the issuer's Class A common stock.

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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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