

GROSS BRUCE E
Form 4
December 28, 2004

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 *
GROSS BRUCE E

2. Issuer Name **and** Ticker or Trading
Symbol
LENNAR CORP /NEW/ [LEN,
LEN.B]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
700 NORTHWEST 107TH
AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2004

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Vice President & C.F.O.

(Street)
MIAMI, FL 33172

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

(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)
				(A) or (D)			
Class A Common Stock	12/23/2004		M	6,000	A \$ 9.08 0	D ⁽⁴⁾	
Class B Common Stock	12/23/2004		M	600	A \$ 0 ⁽¹⁾ 0	D ⁽⁴⁾	
Class A Common Stock	12/23/2004		F	993	D \$ 54.85 0	D	
Class A	12/23/2004		G	1,400	D \$ 0 37,000	D ⁽⁶⁾	

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Common
Stock

Class B
Common
Stock

3,600 D ⁽²⁾

Class A
Common
Stock

50,423 I Held by
Trust

Class B
Common
Stock

7,750 I Held by
Trust

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 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 Underlying Security (Instr. 3 and 4)	Amount Number Shares
Option	\$ 9.08	12/23/2004		M	3,000	11/12/1998 11/12/2007	Class A Common Stock	3,000
Option	\$ 9.08	12/23/2004		M	3,000	11/12/1999 11/12/2007	Class A Common Stock	3,000
Option	\$ 0 ⁽¹⁾	12/23/2004		M	300	11/12/1998 11/12/2007	Class B Common Stock	300
Option	\$ 0 ⁽¹⁾	12/23/2004		M	300	11/12/1999 11/12/2007	Class B Common Stock	300
Class A Common Stock ⁽³⁾	\$ 0 ⁽⁵⁾					08/08/1988 ⁽⁵⁾ 08/08/1988 ⁽⁵⁾	Class A Common Stock	84,000

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Class B Common Stock ⁽³⁾	\$ 0 ⁽⁵⁾	08/08/1988 ⁽⁵⁾	08/08/1988 ⁽⁵⁾	Class B Common Stock	8,4
Option	\$ 0 ⁽⁵⁾	08/08/1988 ⁽⁵⁾	08/08/1988 ⁽⁵⁾	Class A Common Stock	376,
Option	\$ 0 ⁽⁵⁾	08/08/1988 ⁽⁵⁾	08/08/1988 ⁽⁵⁾	Class B Common Stock	22,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROSS BRUCE E 700 NORTHWEST 107TH AVENUE MIAMI, FL 33172			Vice President & C.F.O.	

Signatures

Bruce E. Gross 12/28/2004

 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) The Class B Common Stock was issued as a result of anti-dilution provisions with regard to exercises of options that originally related to Class A Common Stock.
- (2) Shares held pursuant to a Restricted Stock Plan, subject to forfeiture, vesting on 6/22/05.
- (3) Contractual right to receive shares in the future.
- (4) Shares acquired were transferred to a trust.
- (5) No activity is being reported. The SEC staff has designated 8/8/88 as a "dummy date." Information is included to disclose holdings following the reported transactions or other holdings not affected by the reported transactions.
- (6) Includes 36,000 shares held pursuant to a Restricted Stock Plan, subject to forfeiture, vesting on 6/22/05.

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.