

Meritage Homes CORP  
Form 4  
February 12, 2015

**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

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DAVIS STEVEN M**

(Last) (First) (Middle)

**8800 EAST RAIN TREE  
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)  
**02/10/2015**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Exec VP - COO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| MTH<br>Common<br>Shares               | 02/10/2015                              |                                                             | A                                    | 12,500<br>(1)                                                           | A \$ 0 54,937                                                                                                      | D                                                                    |                                                                   |
| MTH<br>Common<br>Shares               | 02/11/2015                              |                                                             | S                                    | 11,138<br>(2)                                                           | D \$ 39.67 43,799 (3)                                                                                              | D                                                                    |                                                                   |
| MTH<br>Common<br>Stock                | 02/11/2015                              |                                                             | A                                    | 12,419<br>(4)                                                           | A \$ 0 35,884 (5)                                                                                                  | 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.**

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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<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>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                         |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-------------------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                   | Amount<br>or<br>Number<br>of<br>Shares |
| Performance<br>Rights                               | \$ 0                                                                  | 02/11/2015                              |                                                             | A                                       |                                                                                                                 | 7,452                                                          |     | <u>(6)</u>                                                          | 02/11/2018         | MTH<br>Common<br>Shares | 7,452                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                  | Relationships                    |
|---------------------------------------------------------------------------------|----------------------------------|
|                                                                                 | Director 10% Owner Officer Other |
| DAVIS STEVEN M<br>8800 EAST RAINTREE DRIVE<br>SUITE 300<br>SCOTTSDALE, AZ 85260 | Exec VP - COO                    |

## Signatures

/s/ Steven M.  
Davis 02/12/2015

                    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 vesting of restricted stock upon achievement of pre-specified performance targets
- (2) Represents sale of shares to cover required tax withholdings under a 10b5-1 plan.
- (3) Balance reflects all other holdings, including restricted shares that have previously vested.
- (4) Represents grant of restricted share units. The shares will fully vest on the third anniversary of the date of grant.

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- (5) Balance represents restricted shares and restricted share units not vested.

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 the Company's peer group, as determined by the

- (6) Company and its compensation committee. The number of derivative securities and underlying securities is based on the maximum amount of shares that may be earned under the 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.

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