

Meritage Homes CORP  
Form 4  
February 27, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**HILTON STEVEN J**

(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)  
02/25/2015

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 Executive Officer

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			
MTH Common Stock	02/25/2015		M		139,840	A	\$ 19.9	1,677,888	I	HELD IN TRUST
MTH Common Stock	02/25/2015		S		63,221	D	\$ 43.92	1,614,667	I	HELD IN TRUST
MTH Common Stock	02/26/2015		S		53,149	D	\$ 43.56	1,561,518	I	HELD IN TRUST
MTH Common	02/27/2015		S		23,470	D	\$ 44.27	1,538,048 <sup>(1)</sup>	I	HELD IN TRUST

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Stock

MTH

Common

Stock

71,769 <sup>(2)</sup> D

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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
MTH Common Stock	\$ 19.9	02/25/2015		M	27,968	05/19/2009 05/19/2015	MTH Common Stock	27,968	
MTH Common Stock	\$ 19.9	02/25/2015		M	27,968	05/19/2010 05/19/2015	MTH Common Stock	27,968	
MTH Common Stock	\$ 19.9	02/25/2015		M	27,968	05/19/2011 05/19/2015	MTH Common Stock	27,968	
MTH Common Stock	\$ 19.9	02/25/2015		M	27,968	05/19/2012 05/19/2015	MTH Common Stock	27,968	
MTH Common Stock	\$ 19.9	02/25/2015		M	27,968	05/19/2013 05/19/2015	MTH Common Stock	27,968	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

X

HILTON STEVEN J  
8800 EAST RAINTREE DRIVE  
SUITE 300  
SCOTTSDALE, AZ 85260

Chief  
Executive  
Officer

## Signatures

/s/ Steven J.  
Hilton

02/27/2015

\*\*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) Balance reflects all other holdings, including restricted shares that have previously vested.
  - (2) Balance represents restricted shares and restricted share units not vested.

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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