

MITCHELL THOMAS J.

Form 4

February 20, 2018

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 *
MITCHELL THOMAS J.

(Last) (First) (Middle)

C/O TRI POINTE GROUP,
INC., 19540 JAMBOREE ROAD,
SUITE 300

(Street)

IRVINE, CA 92612

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TRI Pointe Group, Inc. [TPH]

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

02/15/2018

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)

President and 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 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 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) |
|---------------------------------------|---|---|---|---|--|---|---|
| Common Stock | 02/15/2018 | | A | (A) or (D) Amount 71,040 (1) | \$ 0 | 217,235 (2) | D |
| Common Stock | 02/15/2018 | | F | (A) or (D) Amount 26,580 (3) | \$ 17.35 | 190,655 | D |
| Common Stock | | | | | 610,000 | I | See Note (4) |

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

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Following Reported Transaction (Instr. 10) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MITCHELL THOMAS J.
C/O TRI POINTE GROUP, INC.
19540 JAMBOREE ROAD, SUITE 300
IRVINE, CA 92612

President and COO

Signatures

/s/ Glenn J. Keeler,
attorney-in-fact

02/20/2018

 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).

Represents shares of common stock issued pursuant to the vesting of performance-based restricted stock units granted to the reporting person on March 9, 2015 that were eligible to vest based on attainment of certain earnings per share performance goals (the "RSU

(1) Awards"). The Compensation Committee of the issuer's board of directors determined that, based on the issuer's performance over the performance period, 71,040 RSU Awards would vest and be settled into an equal number of shares of common stock, in accordance with the terms of the RSU Awards.

(2) 128,117 performance-based restricted stock units granted to the reporting person on March 9, 2015, and previously reported in Table I of Form 4 on March 11, 2015, were forfeited on February 15, 2018 for no value.

(3) Withholding of shares incident to vesting of the RSU Awards.

(4) By The Mitchell Family Trust

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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