

GROSS BRUCE E
Form 4
December 28, 2004

FORM 4

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

OMB APPROVAL

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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 *
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

(Street)

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

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

MIAMI, FL 33172

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
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 Common Stock	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 of Underlying Security (Instr. 3 and 4)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
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

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,

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 Date
 Reporting Person

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.