

HILTON STEVEN J

Form 4

April 29, 2013

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
HILTON STEVEN J

(Last) (First) (Middle)

17851 N. 85TH STREET, SUITE
300

(Street)

SCOTTSDALE, AZ 85255

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Meritage Homes CORP [MTH]

3. Date of Earliest Transaction
(Month/Day/Year)
04/26/2013

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)

Chief Executive Officer

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 (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	04/26/2013		G	V	20,000 ⁽¹⁾	D	\$ 0	1,697,071	I	HELD IN TRUST
MTH Common Stock	04/26/2013		S		50,000	D	\$ 49.31	1,647,071	I	HELD IN TRUST
MTH Common Stock	04/26/2013		M		75,160	A	\$ 42.82	1,722,231	I	HELD IN TRUST
MTH Common	04/26/2013		S		75,160	D	\$ 49.31	1,647,071 ⁽²⁾	I	HELD IN TRUST

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Stock

MTH

Common

Stock

62,500 ⁽³⁾ 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
MTH Common Shares	\$ 42.82	04/26/2013		M		15,032		01/29/2008	01/29/2014	MTH Common Shares	15,032
MTH Common Stock	\$ 42.82	04/26/2013		M		15,032		01/29/2009	01/29/2014	MTH Common Shares	15,032
MTH Common Stock	\$ 42.82	04/26/2013		M		15,032		01/29/2010	01/29/2014	MTH Common Shares	15,032
MTH Common Stock	\$ 42.82	04/26/2013		M		15,032		01/29/2011	01/29/2014	MTH Common Shares	15,032
MTH Common Shares	\$ 42.82	04/26/2013		M		15,032		01/29/2012	01/29/2014	MTH Common Stock	15,032

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HILTON STEVEN J
17851 N. 85TH STREET
SUITE 300
SCOTTSDALE, AZ 85255

Chief
Executive
Officer

Signatures

/s/ Hilla Sferruzza, attorney-in-fact for Steven J.
Hilton

04/29/2013

__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 charitable stock donations.
 - (2) Balance reflects all other holdings, including restricted shares that have previously vested.
 - (3) Balance represents restricted shares not vested but does not include 62,500 shares of restricted stock with vesting contingent upon the achievement of pre-specified performance targets.

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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