

Meritage Homes CORP  
Form 4  
February 15, 2017

**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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WHITE C TIMOTHY**

(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)  
**02/13/2017**

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)

**EVP - Gen. Counsel, Secretary**

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)
MTH Common Stock	02/13/2017		A	Amount (1) 3,645	A \$ 0 56,135	D	
MTH Common Stock	02/14/2017		S	Amount (2) 1,739	D \$ 34 54,396	D	
MTH Common Stock	02/15/2017		S	Amount (2) 4,418	D \$ 34.2 49,978 (3)	D	
MTH Common					22,914 (4)	D	

Shares

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

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SEC 1474  
(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 (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
Performance Rights	\$ 0	02/14/2017		A		5,609		<u>(5)</u>	02/14/2020	MTH Common Shares	5,609

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WHITE C TIMOTHY 8800 EAST RAINTREE DRIVE SUITE 300 SCOTTSDALE, AZ 85260	EVP - Gen. Counsel, Secretary

## Signatures

/s/ C. Timothy  
White 02/15/2017

\*\*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.

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- (3) Balance reflects all other holdings, including restricted shares that have previously vested.
- (4) 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

- (5) MTH's common stock achieving a three-year total shareholder return relative to a defined peer group. The number of derivative securities and underlying securities reported in the table above 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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