

WHEAT BILL W
Form 4
November 06, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WHEAT BILL W

(Last) (First) (Middle)

1341 HORTON CIRCLE

(Street)

ARLINGTON, TX 76011

(City) (State) (Zip)

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

HORTON D R INC /DE/ [DHI]

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

11/02/2017

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 and CFO

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 Ownership (Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common Stock | 03/10/2017 | | G ⁽¹⁾ | V 27,331 D \$ 0 | 82,666 | D | |
| Common Stock | 11/02/2017 | | M | 10,000 A \$ 0 (2) | 92,666 | D | |
| Common Stock | 11/04/2017 | | M | 10,000 A \$ 0 (2) | 102,666 | D | |
| Common Stock | 11/05/2017 | | M | 10,000 A \$ 0 (2) | 112,666 | 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 Share |
| Restricted Stock Unit | (2) | 11/02/2017 | | A | | 40,000 | | (3) | (3) | Common Stock | 40,000 |
| Restricted Stock Unit | (2) | 11/02/2017 | | M | | | 10,000 | (4) | (4) | Common Stock | 10,000 |
| Restricted Stock Unit | (2) | 11/04/2017 | | M | | | 10,000 | (5) | (5) | Common Stock | 10,000 |
| Restricted Stock Unit | (2) | 11/05/2017 | | M | | | 10,000 | (6) | (6) | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| WHEAT BILL W 1341 HORTON CIRCLE ARLINGTON, TX 76011 | EVP and CFO |

Signatures

/s/ Bill W.
Wheat

11/06/2017

**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) This transaction involved a gift of securities outside of Mr. Wheat's household and is being voluntarily disclosed on this Form 4. Mr. Wheat disclaims beneficial ownership of the shares gifted.
- (2) Each restricted stock unit represents a contingent right to receive one share of DHI common stock upon vesting.

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On November 2, 2017, the reporting person was granted 40,000 restricted stock units, vesting in three annual installments beginning
(3) November 2, 2018. The reporting person elected to defer settlement of all restricted stock units, granted on November 2, 2017, to November 2020.

On November 2, 2016, the reporting person was granted 30,000 restricted stock units, vesting in three annual installments beginning
(4) November 2, 2017. The reporting person elected to defer settlement of all restricted stock units, granted on November 2, 2016, to November 2019.

On November 4, 2015, the reporting person was granted 30,000 restricted stock units, vesting in three annual installments beginning
(5) November 4, 2016. The reporting person elected to defer settlement of all restricted stock units, granted on November 4, 2015, to November 2018.

On November 5, 2014, the reporting person was granted 30,000 restricted stock units, vesting in three annual installments beginning
(6) November 5, 2015. The reporting person elected to defer settlement of all restricted stock units, granted on November 5, 2014, to November 2017.

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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