

AX PETER L
Form 4
May 01, 2013

FORM 4

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

OMB APPROVAL

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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 *
AX PETER L

(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)
04/30/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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) | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---|--------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| MTH Common Stock | 04/30/2013 | | M | | | 7,500 | A | \$ 15.98 | 49,500 | D | |
| MTH Common Stock | 04/30/2013 | | M | | | 4,000 | A | \$ 42.82 | 53,500 | D | |
| MTH Common Stock | 04/30/2013 | | S | | | 11,500 | D | \$ 48.3 | 42,000 ⁽¹⁾ | D | |
| MTH Common | | | | | | | | | 18,000 ⁽²⁾ | D | |

Shares

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|------------------------------------|-----------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|-------------------------------|
| | | | | | (A) Acquired | (D) Disposed of | Date Exercisable | Expiration Date | | |
| MTH Common Stock | \$ 42.82 | 04/30/2013 | | M | 2,000 | | 01/29/2008 | 01/29/2014 | MTH Common Shares | 2,000 |
| MTH Common Stock | \$ 42.82 | 04/30/2013 | | M | 2,000 | | 01/29/2009 | 01/29/2014 | MTH Common Shares | 2,000 |
| MTH Common Stock | \$ 15.98 | 04/30/2013 | | M | 3,750 | | 12/11/2008 | 12/11/2014 | MTH Common Shares | 3,750 |
| MTH Common Stock | \$ 15.98 | 04/30/2013 | | M | 3,750 | | 12/11/2009 | 12/11/2014 | MTH Common Shares | 3,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AX PETER L 17851 N. 85TH STREET SUITE 300 SCOTTSDALE, AZ 85255 | X | | | |

Signatures

/s/ Hilla Sferruzza, attorney-in-fact for Peter
L. Ax

05/01/2013

__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) Balance reflects all other holdings, including restricted shares that have previously vested.
 - (2) Balance represents restricted shares not vested.

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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