

HOME PROPERTIES INC

Form 4

October 07, 2015

**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 \*  
Critchley Lisa M

(Last) (First) (Middle)

HOME PROPERTIES, INC., 850  
CLINTON SQUARE

(Street)

ROCHESTER, NY 14604

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
HOME PROPERTIES INC [HME]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/07/2015

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 \_\_\_\_ Other (specify  
below) below)

Senior Vice President

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock Par<br>Value \$.01    | 10/07/2015                              |                                                             | A                                    | 9,558<br>(1)                                                            | A \$ 0 31,141                                                                                                      | D                                                                    |                                                                   |
| Common<br>Stock Par<br>Value \$.01    | 10/07/2015                              |                                                             | D                                    | 31,141<br>(2)                                                           | \$ 75.23 0<br>(3)                                                                                                  | D                                                                    |                                                                   |

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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**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) |                            | 8. D or S (Instr. 3) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|----------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Expiration Date | Title                                                         | Amount or Number of Shares |                      |
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               |                                                          |                 |                                                               |                            |                      |
| Employee Stock Options                     | \$ 52.56                                               | 10/07/2015                           |                                                    | D                              | 7,656                                                                                   | <u>(4)</u>                                               | 05/01/2018      | common stock                                                  | 7,656                      | \$                   |
| Employee Stock Options                     | \$ 33.9                                                | 10/07/2015                           |                                                    | D                              | 6,987                                                                                   | <u>(4)</u>                                               | 05/11/2019      | common stock                                                  | 6,987                      | \$                   |
| Employee Stock Options                     | \$ 49.35                                               | 10/07/2015                           |                                                    | D                              | 6,820                                                                                   | <u>(4)</u>                                               | 05/11/2020      | common stock                                                  | 6,820                      | \$                   |
| Employee Stock Options                     | \$ 62.09                                               | 10/07/2015                           |                                                    | D                              | 4,396                                                                                   | <u>(4)</u>                                               | 05/10/2021      | common stock                                                  | 4,396                      | \$                   |
| Employee Stock Options                     | \$ 63.69                                               | 10/07/2015                           |                                                    | D                              | 5,364                                                                                   | <u>(4)</u>                                               | 05/08/2022      | common stock                                                  | 5,364                      | \$                   |
| Deferred Share Units <sup>(10)</sup>       | <u>(11)</u>                                            | 10/07/2015                           |                                                    | D                              | 6,913 <u>(12)</u>                                                                       | <u>(11)</u>                                              | <u>(11)</u>     | common                                                        | 6,913                      | \$                   |

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships |           |                       |       |
|----------------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                                        | Director      | 10% Owner | Officer               | Other |
| Critchley Lisa M<br>HOME PROPERTIES, INC.<br>850 CLINTON SQUARE<br>ROCHESTER, NY 14604 |               |           | Senior Vice President |       |

## Signatures

/s/ Lisa M. Critchley, By Ann M. McCormick,  
attorney-in-fact

10/07/2015

\_\_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 shares received for no consideration that were earned based on the achievement of certain performance measures.
- (2) Includes common shares, restricted shares and restricted stock units, including those earned pursuant to performance-based measures.
- (3) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$75.23 in cash per share.
- (4) Options were fully vested.
- (5) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$22.67 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$75.23.
- (6) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$41.33 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$75.23.
- (7) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$25.88 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$75.23.
- (8) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$13.14 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$75.23.
- (9) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$11.54 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$75.23.
- (10) Deferred compensation held under the Issuer's deferred compensation plan ("DSUs").
- (11) Each DSU was the economic equivalent of one Issuer common share, and were initially payable pursuant to the Reporting Person's deferred compensation elections.
- (12) Includes DSUs acquired pursuant to the dividend reinvestment.
- (13) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive cash per DSU equal to the closing price for shares of Home Properties, Inc. common stock as listed on the New York Stock Exchange on the date before the merger occurs, as specified in the Home Properties, Inc. Director Deferred Compensation Plan.

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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