STERNLICHT BARRY S

Form 4

February 05, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

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0.5

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STERNLICHT BARRY S

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

TRI Pointe Homes, Inc. [TPH]

(Check all applicable)

C/O TRI POINTE HOMES. INC., 19520 JAMBOREE ROAD,

SUITE 200

3. Date of Earliest Transaction

(Month/Day/Year) 02/05/2013

Filed(Month/Day/Year)

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

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

IRVINE, CA 92612

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities Acquired (A) or 3. TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. 7. Nature of Securities Ownership Indirect Beneficially Form: Beneficial Owned Ownership Direct (D) or Indirect (Instr. 4) **Following** Reported (I)

I

(A) or Price Code V Amount (D)

Transaction(s) (Instr. 4)

(Instr. 3 and 4)

By

SEC 1474

(9-02)

Common Stock

01/30/2013

S 5,742,350

12,283,669 97,619,950

VIII/TPC **Holdings** L.L.C.

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

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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)	4. Transaction Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			7. Title and Amount of Underlying Securities (Instr. 3 and	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Amou or Title Numb of Share	oer	

Reporting Owners

Sternlicht

**Signature of

Reporting Person

Reporting Owner Name / Address	Relationships						
reporting 6 wher runner runners	Director	10% Owner	Officer	Other			
STERNLICHT BARRY S C/O TRI POINTE HOMES, INC. 19520 JAMBOREE ROAD, SUITE 200 IRVINE, CA 92612	X	X					
Signatures							
/s/ Barry S. 02/05/2013							

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The shares are held by VIII/TPC Holdings, L.L.C. VIII/TPC Holdings, L.L.C. is a wholly-owned subsidiary of a private equity fund that is managed by an owned affiliate of Starwood Capital Group Global, L.P. Mr. Sternlicht is the controlling partner of Starwood Capital

(1) Group, and may be deemed to share voting power and investment control over the shares of common stock held by VIII/TPC Holdings, L.L.C. Mr. Sternlicht disclaims beneficial ownership of the shares of common stock held by VIII/TPC Holdings, L.L.C. except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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