

SEAY LARRY WAYNE

Form 4

March 07, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SEAY LARRY WAYNE

(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)

03/05/2013

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)

Executive VP - 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 Indirect Beneficial Ownership (Instr. 4)
MTH Common Stock	03/05/2013		S	25,000 D	\$ 42.51 60,965	D	
MTH Common Stock	03/06/2013		M	12,518 A	\$ 15.98 73,483	D	
MTH Common Stock	03/06/2013		M	7,305 A	\$ 13.69 80,788 ⁽¹⁾	D	
MTH Common					37,500 ⁽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 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 Shares
M/TH COMMON STOCK	\$ 15.98	03/06/2013		M		3		12/11/2008	12/11/2014	M/TH COMMON STOCK	3
M/TH COMMON STOCK	\$ 15.98	03/06/2013		M		3		12/11/2009	12/11/2014	M/TH COMMON STOCK	3
M/TH COMMON STOCK	\$ 15.98	03/06/2013		M		6,255		12/11/2010	12/11/2014	M/TH COMMON STOCK	6,255
M/TH COMMON STOCK	\$ 15.98	03/06/2013		M		6,257		12/11/2011	12/11/2014	M/TH COMMON STOCK	6,257
M/TH COMMON STOCK	\$ 13.69	03/06/2013		M		1		01/02/2012	01/02/2015	M/TH COMMON STOCK	1
M/TH COMMON STOCK	\$ 13.69	03/06/2013		M		7,304		01/02/2013	01/02/2015	M/TH COMMON STOCK	7,304

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

SEAY LARRY WAYNE
17851 N. 85TH STREET
SUITE 300
SCOTTSDALE, AZ 85255

Executive VP - CFO

Signatures

/s/ Hilla Sferruzza, attorney-in-fact for Larry W.
Seay

03/07/2013

__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 but does not include 37,500 shares of restricted stock with vesting contingent upon the achievement of pre-specified performance targets.

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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