

Johnston Tina Marie
Form 4
March 25, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Johnston Tina Marie

(Last) (First) (Middle)

8601 N. SCOTTSDALE
ROAD, SUITE 225

(Street)

SCOTTSDALE, AZ 85253

(City) (State) (Zip)

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

AV Homes, Inc. [AVHI]

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

12/31/2012

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)

Sr. VP, PFO and PAO

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)
Common Stock	12/31/2012		D	5,083	D \$ 0	34,917	D
Common Stock	12/31/2012		F	412	D \$ 14.22	34,505	D
Common Stock	01/01/2013		F	1,767	D \$ 14.22	32,738	D
Common Stock	03/21/2013		D	18,750	D \$ 0 ⁽¹⁾	13,988	D
Common Stock	03/21/2013		A	8,982	A \$ 0 ⁽²⁾	22,970	D

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnston Tina Marie 8601 N. SCOTTSDALE ROAD SUITE 225 SCOTTSDALE, AZ 85253			Sr. VP, PFO and PAO	

Signatures

/s/ Tina Marie
Johnston 03/25/2013

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).

The restricted stock award issued to the Reporting Person on August 15, 2011 was cancelled in connection with the grant to the Reporting Person of a new performance-based restricted stock award on March 21, 2013 as the Compensation Committee sought to adjust the performance objectives of the Issuer's management team based on the Issuer's current business strategy.

The restricted stock award was granted under the Amended and Restated 1997 Incentive and Capital Accumulation Plan (2011 Restatement) and vests as to 25% of the shares on each of December 31, 2013, 2014, 2015 and 2016 if certain performance goals are achieved for each annual period.

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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