

HILTON STEVEN J
Form 4
April 29, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HILTON STEVEN J

2. Issuer Name and Ticker or Trading Symbol
Meritage Homes CORP [MTH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
17851 N. 85TH STREET, SUITE 300

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Executive Officer

SCOTTSDALE, AZ 85255

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V Amount (A) or (D) Price			
MTH Common Stock	04/26/2013		G	V 20,000 (1) D \$ 0	1,697,071	I	HELD IN TRUST
MTH Common Stock	04/26/2013		S	50,000 D \$ 49.31	1,647,071	I	HELD IN TRUST
MTH Common Stock	04/26/2013		M	75,160 A \$ 42.82	1,722,231	I	HELD IN TRUST
MTH Common	04/26/2013		S	75,160 D \$ 49.31	1,647,071 (2)	I	HELD IN TRUST

Stock

MTH

Common

Stock

62,500 ⁽³⁾ D

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)	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
MTH Common Shares	\$ 42.82	04/26/2013		M		15,032 01/29/2008	01/29/2014	MTH Common Shares	15,032
MTH Common Stock	\$ 42.82	04/26/2013		M		15,032 01/29/2009	01/29/2014	MTH Common Shares	15,032
MTH Common Stock	\$ 42.82	04/26/2013		M		15,032 01/29/2010	01/29/2014	MTH Common Shares	15,032
MTH Common Stock	\$ 42.82	04/26/2013		M		15,032 01/29/2011	01/29/2014	MTH Common Shares	15,032
MTH Common Shares	\$ 42.82	04/26/2013		M		15,032 01/29/2012	01/29/2014	MTH Common Stock	15,032

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HILTON STEVEN J
17851 N. 85TH STREET
SUITE 300
SCOTTSDALE, AZ 85255

Chief
Executive
Officer

Signatures

/s/ Hilla Sferruzza, attorney-in-fact for Steven J.
Hilton

04/29/2013

__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) Represents charitable stock donations.
 - (2) Balance reflects all other holdings, including restricted shares that have previously vested.
 - (3) Balance represents restricted shares not vested but does not include 62,500 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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