

SEAY LARRY WAYNE  
Form 4  
March 07, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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 Ownership (Instr. 4)
			Code	V	Amount or Price		
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 <sup>(1)</sup>	D
MTH Common						37,500 <sup>(2)</sup>	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 (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	
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

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. 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.