

Meritage Homes CORP
 Form 4
 February 27, 2015

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)
 8800 EAST RAINTREE
 DRIVE, SUITE 300
 (Street)

SCOTTSDALE, AZ 85260

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
02/25/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount or Price		
MTH Common Stock	02/25/2015		M		139,840 A \$ 19.9	1,677,888	I HELD IN TRUST
MTH Common Stock	02/25/2015		S		63,221 D \$ 43.92	1,614,667	I HELD IN TRUST
MTH Common Stock	02/26/2015		S		53,149 D \$ 43.56	1,561,518	I HELD IN TRUST
MTH Common	02/27/2015		S		23,470 D \$ 44.27	1,538,048 ⁽¹⁾	I HELD IN TRUST

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Stock

MTH

Common

Stock

71,769 ⁽²⁾ 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 Stock	\$ 19.9	02/25/2015		M	27,968	05/19/2009	05/19/2015	MTH Common Stock	27,968
MTH Common Stock	\$ 19.9	02/25/2015		M	27,968	05/19/2010	05/19/2015	MTH Common Stock	27,968
MTH Common Stock	\$ 19.9	02/25/2015		M	27,968	05/19/2011	05/19/2015	MTH Common Stock	27,968
MTH Common Stock	\$ 19.9	02/25/2015		M	27,968	05/19/2012	05/19/2015	MTH Common Stock	27,968
MTH Common Stock	\$ 19.9	02/25/2015		M	27,968	05/19/2013	05/19/2015	MTH Common Stock	27,968

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

HILTON STEVEN J
8800 EAST RAINTREE DRIVE
SUITE 300
SCOTTSDALE, AZ 85260

Chief
Executive
Officer

Signatures

/s/ Steven J.
Hilton

02/27/2015

**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 and restricted share units not vested.

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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