SEC Form 4

**FORM 4**

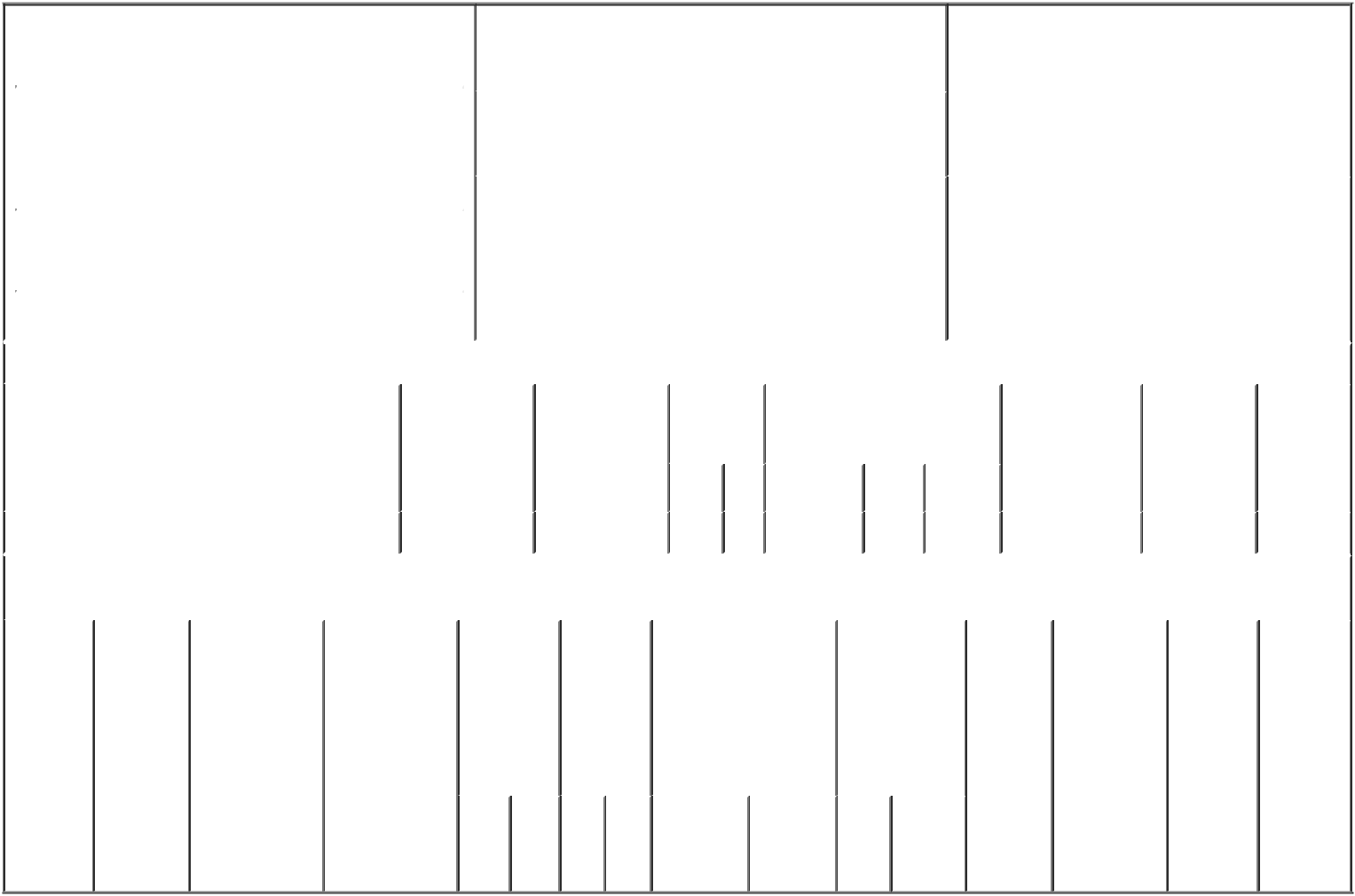
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | 1. Name and Address of Reporting Person\* | | | | | | |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | | |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | |  |
|  |  | [GILBERT STEVEN J](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001105209) | | | |  |  |  |  | [TRI Pointe Homes, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001561680) [ TPH ] | | | | | | |  |  | (Check all applicable) | | | | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X | Director | | 10% Owner | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Officer (give title | | Other (specify | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | |  |  |  |  |  |  |
|  |  | (Last) | (First) | | | (Middle) | |  |  |  |  |  |  |  | below) | | below) |  |  |  |
|  |  | C/O TRI POINTE HOMES, INC. | | | |  |  | 08/05/2014 | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 19520 JAMBOREE ROAD, SUITE 200 | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Line) | | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | |  |
|  |  | IRVINE | CA |  |  | 92612 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 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** | | | | | **2A. Deemed** | | **3.** | |  | **4. Securities Acquired (A) or** | | | | |  | **5. Amount of** | | **6. Ownership** | **7. Nature** | |  |
|  |  |  |  |  |  | **Date** | |  |  |  | **Execution Date,** | |  | **Transaction Disposed Of (D) (Instr. 3, 4 and** | | | | | | | | **Securities** | | **Form: Direct** | **of Indirect** | |  |
|  |  |  |  |  |  | **(Month/Day/Year)** | | | | | **if any** | |  | **Code (Instr.** | | **5)** |  |  |  |  |  | **Beneficially** | | **(D) or Indirect** | **Beneficial** | |  |
|  |  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year) 8)** | | | | |  |  |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | **Ownership** | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** | |  | **(Instr. 4)** | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Code V** | | **Amount** | **(A) or** | **Price** | | |  | **Transaction(s)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | |  |  |  |  | | |  |  |  |  |  |  |  |  |  | |  | |  |  |  |  |  |  |
|  | Common Stock | | |  |  | 08/05/2014 | | | | |  |  |  | A(1) | | 5,274 | A | $0.00 | | | |  | 23,162 | D |  |  |  |
|  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | | |  |  |  |  |
|  |  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | |  |  |  |  | |  | |  |  |  |  |  | |  |  |  |  |  |
|  | **1. Title of** | | **2.** | **3. Transaction** | | **3A. Deemed** | | **4.** | |  |  | **5. Number** | **6. Date Exercisable and** | | | | **7. Title and** |  |  |  | **8. Price of** | | **9. Number of** | **10.** | **11. Nature** | |  |
|  | **Derivative** | | **Conversion** | **Date** | | **Execution Date,** | | **Transaction** | | | | **of** | **Expiration Date** | | | | **Amount of** |  |  |  | **Derivative** | | **derivative** | **Ownership** | **of Indirect** | |  |
|  | **Security** | | **or Exercise** | **(Month/Day/Year)** | | **if any** | | **Code (Instr.** | | | | **Derivative** | **(Month/Day/Year)** | | | | **Securities** |  |  |  | **Security** | | **Securities** | **Form:** | **Beneficial** | |  |
|  | **(Instr. 3)** | | **Price of** |  |  | **(Month/Day/Year)** | | **8)** | |  |  | **Securities** |  |  |  |  | **Underlying** |  |  |  | **(Instr. 5)** | | **Beneficially** | **Direct (D)** | **Ownership** | |  |
|  |  |  | **Derivative** |  |  |  |  |  |  |  |  | **Acquired** |  |  |  |  | **Derivative** |  |  |  |  |  | **Owned** | **or Indirect** | **(Instr. 4)** | |  |
|  |  |  | **Security** |  |  |  |  |  |  |  |  | **(A) or** |  |  |  |  | **Security (Instr. 3** | | | |  |  | **Following** | **(I) (Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Disposed** |  |  |  |  | **and 4)** |  |  |  |  |  | **Reported** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **of (D)** |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **(Instr. 3, 4** |  |  |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | | | **Expiration** | **of** |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code V** | | |  | **(A) (D)** | **Exercisable** | | | **Date** | **Title Shares** | | | |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. Represents a grant of 5,274 restricted stock units. The restricted stock units, which vest on May 1, 2015, are to be settled for an equal number of shares of common stock upon vesting.

**Remarks:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| /s/ Michael D. Grubbs, | |  | 08/06/2014 | |  |
| attorney-in-fact | | |  |
|  |  |  |
|  |  | |  |  |  |
| \*\* Signature of Reporting Person | | | Date | |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**