

TRI Pointe Homes, Inc.
Form 4
March 24, 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 *
GRUBBS MICHAEL D

(Last) (First) (Middle)

**C/O TRI POINTE HOMES,
INC., 19540 JAMBOREE ROAD,
SUITE 300**

(Street)

IRVINE, CA 92612

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TRI Pointe Homes, Inc. [TPH]

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2015

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)
CFO and Treasurer

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 | (A) or (D) | Price |
| Common Stock | 03/20/2015 | | S ⁽¹⁾ | | 8,017 | D | \$ 15.28 ⁽²⁾ |
| Common Stock | 03/20/2015 | | S ⁽¹⁾ | | 36,983 | D | \$ 15.28 ⁽²⁾ |
| Common Stock | 03/20/2015 | | S ⁽³⁾ | | 19,428 ⁽⁴⁾ | D | \$ 15.25 ⁽⁵⁾ |
| | | | | | | | 28,200 ⁽⁶⁾ |

By The Grubbs Family Trust

By BMG Homes, Inc.

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| | | | | | | | | |
|--------------|------------|------------------|---------------|---|-----------------|--------|---|--------------------|
| Common Stock | 03/23/2015 | S ⁽³⁾ | 14,303 (4) | D | \$ 15.15 (7) | 13,897 | I | By BMG Homes, Inc. |
| Common Stock | 03/24/2015 | S ⁽³⁾ | 13,897 (4) | D | \$ 15.25 (8) | 0 | I | By BMG Homes, Inc. |

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

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 control number.

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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 Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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

GRUBBS MICHAEL D
C/O TRI POINTE HOMES, INC.
19540 JAMBOREE ROAD, SUITE 300
IRVINE, CA 92612

CFO and Treasurer

Signatures

/s/Michael D. Grubbs 03/24/2015

**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) The sale of the shares reported in this Form 4 was effected pursuant to a Rule 10b5-1 plan entered into by the reporting person effective March 6, 2015.

The sales price is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$15.06 to \$15.45,

(2) inclusive. The reporting person undertakes to provide TRI Pointe Homes, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

(3) The sale of the shares reported in this Form 4 was effected pursuant to a Rule 10b5-1 plan entered into by BMG Homes, Inc., effective March 6, 2015.

(4) Represents reporting person's pro rata interest in shares of the Issuer sold by BMG Homes, Inc., a corporation in which the reporting person is a minority shareholder.

The sales price is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$15.05 to \$15.45,

(5) inclusive. The reporting person undertakes to provide TRI Pointe Homes, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

(6) The number of shares owned indirectly through BMG Homes, Inc., was previously incorrectly reported as 47,629 in the reporting person's Form 4 due to a rounding error.

The sales price is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$15.07 to \$15.25,

(7) inclusive. The reporting person undertakes to provide TRI Pointe Homes, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

The sales price is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$15.00 to \$15.38,

(8) inclusive. The reporting person undertakes to provide TRI Pointe Homes, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

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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