

HILTON STEVEN J
Form 4
August 29, 2012

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)
08/27/2012

___ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| MTH Common Stock | 08/27/2012 | 08/27/2012 | M | 8,000 A \$ 13.69 | 1,799,361 | I | HELD IN TRUST |
| MTH Common Stock | 08/27/2012 | 08/27/2012 | S | 8,000 D \$ 36.7 | 1,791,361 | I | HELD IN TRUST |
| MTH Common Stock | 08/27/2012 | 08/28/2012 | M | 1,400 A \$ 13.69 | 1,792,761 | I | HELD IN TRUST |
| MTH Common | 08/27/2012 | 08/28/2012 | S | 1,400 D \$ 36.51 | 1,791,361 | I | HELD IN TRUST |

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| | | | | | | | | | | |
|------------------------|------------|------------|---|-------|---|-------------|--------------------------|---|--|------------------|
| Stock | | | | | | | | | | |
| MTH Common Stock | 08/27/2012 | 08/29/2012 | M | 6,600 | A | \$ 13.69 | 1,797,961 | I | | HELD IN TRUST |
| MTH Common Stock | 08/27/2012 | 08/29/2012 | S | 6,600 | D | \$ 36.5 | 1,791,361 ⁽¹⁾ | I | | HELD IN TRUST |
| MTH Common Stock | | | | | | | 52,500 ⁽²⁾ | D | | |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|---|-------------------------------|
| | | | | Code | V | (A) | (D) | Title | Amount or Number of Shares |
| MTH Common Stock | \$ 13.69 | 08/27/2012 | 08/27/2012 | M | | 8,000 | 01/02/2009 01/02/2015 | MTH Common Shares | 8,000 |
| MTH Common Stock | \$ 13.69 | 08/28/2012 | 08/28/2012 | M | | 1,397 | 01/02/2009 01/02/2015 | MTH Common Shares | 1,397 |
| MTH Common Stock | \$ 13.69 | 08/28/2012 | 08/28/2012 | M | | 1 | 01/02/2010 01/02/2015 | MTH Common Shares | 1 |
| MTH Common Stock | \$ 13.69 | 08/28/2012 | 08/28/2012 | M | | 1 | 01/02/2011 01/02/2015 | MTH Common Shares | 1 |
| MTH Common | \$ 13.69 | 08/28/2012 | 08/28/2012 | M | | 1 | 01/02/2012 01/02/2015 | MTH Common | 1 |

| | | | | | | | | | |
|--------------|----------|------------|------------|---|-------|------------|------------|---------------|--------|
| Stock | | | | | | | | | Shares |
| MTH | | | | | | | | | MTH |
| Common Stock | \$ 13.69 | 08/29/2012 | 08/29/2012 | M | 6,600 | 01/02/2009 | 01/02/2015 | Common Shares | 6,600 |

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

08/29/2012

__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 60,000 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.