

SEAY LARRY WAYNE
Form 4
August 27, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
08/27/2012

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)
Executive VP - CFO

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)	(A) or (D)	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	Price		
MTH Common Stock	08/27/2012	08/27/2012	M		30,054	A \$ 15.98	91,019	D
MTH Common Stock	08/27/2012	08/27/2012	S		30,054	D \$ 36.25	60,965	D
MTH Common Stock	08/27/2012	08/27/2012	M		29,428	A \$ 13.69	90,393	D
MTH Common	08/27/2012	08/27/2012	S		29,428	D \$ 36.25	60,965 ⁽¹⁾	D

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Stock

MTH

Common

Stock

35,000 ⁽²⁾ D

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

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SEC 1474
(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)	Amount or Number of Shares
					V	(A) (D)	Date Exercisable	Expiration Date		
MTH Common Stock	\$ 15.98	08/27/2012		M		10,640	12/11/2008	12/11/2014	MTH Common Shares	10,640
MTH Common Stock	\$ 15.98	08/27/2012		M		10,640	12/11/2009	12/11/2014	MTH Common Shares	10,640
MTH Common Stock	\$ 15.98	08/27/2012		M		4,388	12/11/2010	12/11/2014	MTH Common Shares	4,388
MTH Common Stock	\$ 15.98	08/27/2012		M		4,386	12/11/2011	12/11/2014	MTH Common Shares	4,386
MTH Common Stock	\$ 13.69	08/27/2012		M		7,358	01/02/2009	01/02/2015	MTH Common Shares	7,358
MTH Common Stock	\$ 13.69	08/27/2012		M		7,357	01/02/2010	01/02/2015	MTH Common Shares	7,357
MTH Common Stock	\$ 13.69	08/27/2012		M		7,357	01/02/2011	01/02/2015	MTH Common Shares	7,357

MTH								MTH	
Common	\$ 13.69	08/27/2012		M	7,356	01/02/2012	01/02/2015	Common	7,356
Stock								Shares	

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/ Larry W.
Seay

08/27/2012

**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 40,000 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.