#### SEAY LARRY WAYNE

Form 4

February 14, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

Expires:

3235-0287 Number:

**OMB APPROVAL** 

January 31, 2005

Estimated average burden hours per

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of R SEAY LARRY WAY		2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
		Meritage Homes CORP [MTH]	(Check all applicable)			
(Last) (First)	(Middle)	3. Date of Earliest Transaction				
		(Month/Day/Year)	Director 10% Owner			
17851 N. 85TH STREET, SUITE 300		02/13/2013	_X_ Officer (give title Other (specifically)			
300			Executive VP - CFO			
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SCOTTSDALE, AZ	85255	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
JCOTTODALL, AZ	3323		Person			

(City)	(State) (Zi	p) Table 1	I - Non-De	rivative Sec	curities	s Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Dis (D) (Instr. 3, 4)	sposed	of	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)
MTH Common Stock	02/13/2013		A	12,500 (1) (2)	,	\$ 0	47,500 <u>(3)</u>	D	
M/TH COMMON STOCK							60,965 (4)	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N	r Jumber		
						Exercisable	Date				
				C + V	(A) (D)			0			
				Code V	(A) (D)			S	hares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

SEAY LARRY WAYNE 17851 N. 85TH STREET **SUITE 300** SCOTTSDALE, AZ 85255

Executive VP - CFO

### **Signatures**

/s/ Larry W. 02/14/2013 Seay

Date \*\*Signature of Reporting Person

# **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) Represents grant of restricted shares. The shares will fully vest on the third anniversary of the date of grant.
- In addition to this grant of restricted stock, Mr. Seay also received a grant of 12,500 shares of restricted stock on 2/13/2013 that fully vest (2) on the third anniversary of the date of grant; however, vesting is also contingent upon the achievement of pre-specified performance
- Balance represents restricted shares not vested but does not include 52,500 shares of restricted stock with vesting contingent upon the achievement of pre-specified performance targets.
- (4) Balance reflects all other holdings, including restricted shares that have previously vested.

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.

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