Edgar Filing: HILTON STEVEN J - Form 4

HILTON STE Form 4	VEN J												
February 11, 2	011												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMMERION	OMB APPROVAL				
	- UNITE	LD SIAI				D EXCE 0.C. 2054		JE CO	UNIVIISSION	OMB Number:	3235-0287		
Check this			vv asır	ington	, р		,			Expires:	January 31,		
if no longer subject to	STAT	EMENT	OF CHANG	ES IN	Bł	ENEFIC	IAL	OWN	ERSHIP OF		2005		
Section 16.			S	SECUR	RIJ	FIES				Estimated a burden hour	0		
Form 4 or Form 5) 0.1		~ •.•	-			response	. 0.5		
obligations		•	to Section 16(•	Act of 1934, 1935 or Sectior				
may continu	ue.		(h) of the Inve	•		• •	•			1			
See Instruct 1(b).	.1011	00				op			- -				
(Print or Type Res	sponses)												
1. Name and Add	lress of Report	ing Person	* 2 Issuer N	ame an d	I Ti	icker or Tr	adina		5. Relationship of	Reporting Pers	on(s) to		
HILTON STE	Symbol							Issuer					
			Meritage	Homes	C	ORP [M]	[H]		(Chec)	k all applicable)		
(Last)	(First)	(Middle)	3. Date of E	arliest T	rans	saction			(Check	x all applicable)		
17051	-	(Month/Day/Year)					Director 10% Owner X_ Officer (give title Other (specify						
17851 N. 85T 300	H STREET.	, SUITE	02/09/201	1					AOfficer (give below)	below)	r(specify		
300									Chief E	Executive Office	er		
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check				
	Filed(Month/	Applicable Line) _X_ Form filed by One Reporting Person											
SCOTTSDAL	LE, AZ 8525	5							Form filed by M Person				
(City)	(State)	(Zip)	Table I	- Non-I	Der	ivative Sec	curitie	s Acqu	ired, Disposed of	, or Beneficial	y Owned		
1.Title of	2. Transactio	n Date 2A	. Deemed	3.	3. 4. Securities Acquired				d 5. Amount of 6. 7. Nature				
Security			ecution Date, if	tion Date, if Transaction(A) or Disposed of			of	Securities Ownership		Indirect			
(Instr. 3)		an (M	y [onth/Day/Year]	Code(D)h/Day/Year)(Instr. 8)(Instr. 3, 4 and 5)				5)	Beneficially Owned	Form: Direct (D) or	Beneficial Ownership		
		(<i>-</i>	(-)	(Following	Indirect (I)	(Instr. 4)		
							(A)		Reported Transaction(s)	(Instr. 4)			
				Cala	17	A	or	Duine	(Instr. 3 and 4)				
MTH				Code	V	Amount	(D)	Price					
COMMON	02/09/2011	1		А		18,750 (1) (2)	А	\$0	1,842,454 (3)	Ι	HELD IN		
STOCK						(1) (2)					TRUST		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			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					
HILTON STEVEN J 17851 N. 85TH STREET SUITE 300 SCOTTSDALE, AZ 85255			Chief Executive Officer						
Signatures									

/s/ Steven J. Hilton

02/11/2011

**Signature of

Date

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) Balance represents the grant of restricted stock. The restricted stock will fully cliff vest on the third anniversary from the date of grant.
- (2) In addition to this restricted stock grant, Mr. Hilton also received a grant of 18,750 shares of restricted stock on 2/9/2011 that cliff vest on the third anniversary of the date of grant; however, vesting is also contingent upon the achievement of pre-specified performance targets.
- Balance includes all non-vested stock grants but does not include 75,000 shares of restricted stock (inclusive of the 18,750 noted in Footnote 2 above, 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.