

PULTEGROUP INC/MI/
Form 4
November 19, 2014

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 *
DUGAS RICHARD J JR

(Last) (First) (Middle)

3350 PEACHTREE ROAD
NORTHEAST, SUITE 150

(Street)

ATLANTA, GA 30326

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PULTEGROUP INC/MI/ [PHM]

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2014

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)

Pres. and Chief Exec. Officer

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 or Price | | |
| Common Stock | 11/17/2014 | | M | | 79,488 A \$ 11.355 | 1,249,206 | D |
| Common Stock | 11/17/2014 | | S ⁽¹⁾ | | 79,488 D \$ 20.875 | 1,169,718 | D |
| Common Stock | 11/18/2014 | | M | | 5,712 A \$ 11.355 | 1,175,430 | D |
| Common Stock | 11/18/2014 | | S ⁽¹⁾ | | 5,712 D \$ 21.13 | 1,169,718 | D |
| Common Stock | | | | | | 40,612 | I Susan Dugas Trust (spouse) |

| | | | |
|--------------|-------------------------|---|---|
| Common Stock | 206 | I | Susan Dugas Bene IRA (Rita M Ochs-DECD) |
| Units | 8,360.065 <u>(2)</u> | I | By 401(k) Plan |

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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 11.355 | 11/17/2014 | | M | 79,488 | 12/09/2010 ⁽³⁾ 12/09/2018 | Common Stock | 79,488 | |
| Employee Stock Option (Right to Buy) | \$ 11.355 | 11/18/2014 | | M | 5,712 | 12/09/2010 ⁽³⁾ 12/09/2018 | Common Stock | 5,712 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DUGAS RICHARD J JR 3350 PEACHTREE ROAD NORTHEAST SUITE 150 ATLANTA, GA 30326 | X | | Pres. and Chief Exec. Officer | |

Signatures

/s/ Steven M. Cook,
Attorney-In-Fact

11/19/2014

__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) Pursuant to a plan intended to comply with Rule 10b5-1(c).

Represents units of the PulteGroup, Inc. Stock Fund (the "Fund") of the PulteGroup, Inc. 401(k) Plan. The Fund consists of cash and

(2) Common Stock in amounts that vary from time to time. The reporting person's units represent 17,980,841 shares of PulteGroup, Inc. Common Stock held in the Fund as of 11/07/2014.

(3) fully vested and exercisable

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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