

LENNAR CORP /NEW/
Form 4
July 25, 2008

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 *
GROSS BRUCE E

2. Issuer Name and Ticker or Trading Symbol
LENNAR CORP /NEW/ [LEN,LEN.B]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
700 NW 107TH AVENUE, SUITE 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/23/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President/CFO

MIAMI, FL 33172

(City) (State) (Zip)

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

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) | Price | | |
| Class A Common Stock | | | | | 314,328 | D | |
| Class A Common Stock | | | | | 5,211 | I | By Trust |
| Class B Common Stock | | | | | 39,433 | 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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Stock Option (Right to Buy) | \$ 18.32 | | | | | 03/06/2005 | 03/06/2011 | Class A Common Stock | 11,4 |
| Stock Option (Right to Buy) | \$ 26.32 | | | | | 01/25/2006 | 01/25/2012 | Class A Common Stock | 18,0 |
| Stock Option (Right to Buy) | \$ 46.42 | | | | | 12/17/2004 ⁽¹⁾ | 12/17/2008 | Class A Common Stock | 100, |
| Stock Option (Right to Buy) | \$ 55 | | | | | 12/16/2005 ⁽¹⁾ | 12/16/2009 | Class A Common Stock | 50,0 |
| Stock Option (Right to Buy) | \$ 62.675 | | | | | 01/05/2007 ⁽¹⁾ | 01/05/2011 | Class A Common Stock | 50,0 |
| Stock Option (Right to Buy) | \$ 13.54 | 07/23/2008 | | A | 250,000 | 07/23/2009 ⁽²⁾ | 07/23/2013 | Class A Common Stock | 250, |
| Stock Option (Right to Acquire) | \$ 0 | | | | | 03/06/2005 | 03/06/2011 | Class B Common Stock | 1,14 |
| Stock Option | \$ 0 | | | | | 01/25/2006 | 01/25/2012 | Class B Common | 1,80 |

(Right to
Acquire)

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GROSS BRUCE E 700 NW 107TH AVENUE SUITE 400 MIAMI, FL 33172 | | | Vice President/CFO | |

Signatures

| | |
|--|------------|
| Mark Sustana as Attorney-In-Fact for Bruce E. Gross | 07/25/2008 |
|--|------------|

__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) Stock options granted become exercisable in four annual installments. 10% of the stock options become exercisable on the first anniversary of the grant date and 30% of the stock options become exercisable on each of the next three anniversaries of the grant date.
 - (2) These stock options become exercisable in installments of 25% on each of the first four anniversaries of the grant date.
 - (3) Represents shares of Class B Common Stock to be issued upon the exercise of certain options to purchase Class A Common Stock

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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