

HORTON D R INC /DE/
Form 4
November 04, 2016

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 *
WHEAT BILL W

(Last) (First) (Middle)

301 COMMERCE STREET, SUITE 500

(Street)

FORT WORTH,, TX 76102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HORTON D R INC /DE/ [DHI]

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2016

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)
EVP and 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) | 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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
| | | | Code | V | Amount (A) or Price (D) | | | | |
| Common Stock | 11/02/2016 | | A | | 3,495 (1) | A | \$ 0 (1) | 71,509 | D |
| Common Stock | 11/04/2016 | | M | | 10,000 | A | \$ 0 (2) | 81,509 | 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | (2) | 11/02/2016 | | A | 30,000 | (3) | (3) | Common Stock | 30,000 |
| Restricted Stock Unit | (2) | 11/04/2016 | | M | 10,000 | (4) | (4) | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| WHEAT BILL W 301 COMMERCE STREET SUITE 500 FORT WORTH,, TX 76102 | | | EVP and CFO | |

Signatures

/s/ Bill W.
Wheat

11/04/2016

**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) Represents bonus of common stock awarded by the Compensation Committee of the Board of Directors on November 2, 2016.

(2) Each restricted stock unit represents a contingent right to receive one share of DHI common stock upon vesting.

(3) On November 2, 2016, the reporting person was granted 30,000 restricted stock units, vesting in three annual installments beginning November 2, 2017 and settling on each November 21st anniversary date if no tax deferral election was made within 30 days of November 2, 2016. The reporting person elected to defer settlement of all restricted stock units, granted on November 2, 2016, to November 21, 2019.

(4) On November 4, 2015, the reporting person was granted 30,000 restricted stock units, vesting in three annual installments beginning November 4, 2016 and settling on each November 23rd anniversary date if no tax deferral election was made within 30 days of November 4, 2015. The reporting person elected to defer settlement of all restricted stock units, granted on November 4, 2015, to November 23, 2018.

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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