SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)

D.R. HORTON, INC.

(Name of Subject Company (Issuer))

D.R. HORTON, INC.

(Name of Filing Persons (Offeror))

Zero Coupon Convertible Senior Notes due 2021

(Title of Class of Securities)

23331A AH 2

(CUSIP Number of Class of Securities)

Samuel R. Fuller c/o D.R. Horton, Inc.

1901 Ascension Blvd., Suite 100

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Arlington, TX 76006

(817) 856-8200

(Name, Address and Telephone Number of Person Authorized to Receive Notices

and Communications on Behalf of Filing Persons)

Copies to:

Irwin F. Sentilles, Esq.

Gibson, Dunn & Crutcher LLP

2100 McKinney Ave., Suite 1100 Dallas, TX 75201

(214) 698-3100

CALCULATION OF FILING FEE

	Transaction Valuation* \$213,320,379.49		Amount of Filing Fee** \$17,257.62			
\$55	Calculated solely for purposes of determining the filing fee. The purchase price of the Zero Coupon Convertible Senior Notes due 2021, as described herein, is \$559.73 per \$1,000 principal amount at maturity outstanding. As of March 26, 2003, there was \$381,113,000.00 in aggregate principal amount at maturity outstanding, resulting in an aggregate maximum purchase price of \$213,320,379.49.					
	Previously paid. The amount of the filir 0.90 for each \$1,000,000 of the transacti		e with Rule 0-11 of the Securitie	es Exchange Act of 1934, as amended, and equals		
	Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.					
	Amount Previously Paid: Form or Registration No.:	Not applicable. Not applicable.	Filing Party: Date Filed:	Not applicable. Not applicable.		
	Check the box if the filing relates sole Check the appropriate boxes to design			nt of a tender offer.		

going-private transaction subject to Rule 13e-3

amendment to Schedule 13D under Rule 13d-2

third party tender offer subject to Rule 14d-1

issuer tender offer subject to Rule 13e-4

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Check the following box if the filing is a final amendment reporting the results of the tender offer. x					
Introductory Statement					
This final Amendment to the Tender Offer Statement on Schedule TO-I of D filed on April 14, 2003 and amended on April 24, 2003 (the Schedule TO-I Coupon Convertible Senior Notes due 2021 issued by the Company on May conditions set forth in the Indenture (as defined below), the Company Notice materials filed as Exhibits (a)(1)(B) to (d)(2) to the Schedule TO-I (which Cosupplemented from time to time, collectively constitute the Option). The Schedule TO-I (which Cosupplemented from time to time, collectively constitute the Option). The Scheduler To-I (which Cosupplemented from time to time, collectively constitute the Option). The Scheduler To-I (which Cosupplemented from time to time, collectively constitute the Option).), reports the final 11, 2001 (the Secu, dated March 31, 2 ompany Notice and Securities were issue	results of the Company s offer to purchase the Z urities), upon the terms and subject to the 003 (the Company Notice), and the related offer related offer materials, as amended or ed pursuant to the Indenture, dated as of June 9,			
The Option expired at 5:00 p.m., New York City time, on Monday, May 12, Securities for purchase by the Company pursuant to the terms of the Option. maturity of the Securities remained outstanding and subject to their existing to Option is filed as Exhibit (a)(5)(B) to the Schedule TO-I and is incorporated.	At the expiration of erms. A copy of the	the Option, \$381,113,000 principal amount at press release announcing the results of the			
Item 12. Exhibits.					
Item 12 of the Schedule TO-I is hereby amended and supplemented to includ	e the following exh	ibit:			
(a)(5)(B) Press Release issued by D.R. Horton, Inc. on May 13, 2003.					
SIGNATUI	RE				
After due inquiry and to the best of my knowledge and belief, I certify that the correct.	e information set fo	orth in this statement is true, complete and			
	D.D. 1101	DETON, ING			
	D.R. HOI By:	RTON, INC. /s/ Samuel R. Fuller			
	- -	Samuel R. Fuller			
		Executive Vice President Treasurer and			

Dated: May 16, 2003

EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(A)	Company Notice to Holders of its Zero Coupon Convertible Senior Notes due 2021, dated March 31, 2003.*
(a)(1)(B)	Form of Purchase Notice relating to the D.R. Horton, Inc. Zero Coupon Convertible Senior Notes due 2021.*
(a)(1)(C)	Form of Notice of Guaranteed Delivery of D.R. Horton, Inc. Zero Coupon Convertible Senior Notes due 2021.*
(a)(1)(D)	Form of Notice of Withdrawal of D.R. Horton, Inc. Zero Coupon Convertible Senior Notes due 2021.*
(a)(1)(E)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees relating to the D.R. Horton, Inc. Zero Coupon Convertible Senior Notes due 2021.*
(a)(1)(F)	Form of Letter to Clients relating to the D.R. Horton, Inc. Zero Coupon Convertible Senior Notes due 2021.*
(a)(1)(G)	Form of Substitute Form W-9.*
(a)(1)(H)	Guidelines for Certification of Taxpayer Identification Number of Substitute Form W-9.*
(a)(5)	Press Release issued by D.R. Horton, Inc. on March 31, 2003.*
(a)(5)(B)	Press Release issued by D.R. Horton, Inc. on May 13, 2003.**
(b)	Not applicable.
(d)(1)	Indenture, dated as of June 9, 1997, by and between D.R. Horton, Inc. and American Stock Transfer & Trust Company, incorporated by reference to Exhibit 4.1(a) to Registration Statement on Form S-3 (File No. 333-27521) as filed with the Securities and Exchange Commission on May 21, 1997.*
(d)(2)	Eleventh Supplemental Indenture, dated as of May 11, 2001, by and between D.R. Horton, Inc. and American Stock Transfer & Trust Company, incorporated by reference to Exhibit 4.1(a) to the Company s Current Report on Form 8-K, as filed with the Securities and Exchange Commission on May 14, 2001.*
(g)	Not applicable.
(h)	Not applicable.

^{*} Previously filed.

^{**} Filed herewith.