

Mason J Thomas
 Form 4
 February 20, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 Mason J Thomas

2. Issuer Name and Ticker or Trading Symbol
 MI HOMES INC [MHO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3 EASTON OVAL

3. Date of Earliest Transaction (Month/Day/Year)
 02/19/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
 Ex. VP & Chief Legal Officer

(Street)

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

COLUMBUS, OH 43219

(City) (State) (Zip)

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	(D)	Price
Common Shares	02/19/2019		M		25,000	A	\$ 12.23
Common Shares ⁽¹⁾	02/19/2019		A		22,995	A	\$ 27.62
Common Shares	02/19/2019		S		61,190	D	\$ 27.0059
							0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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
Option to Purchase Common Shares	\$ 12.23	02/19/2019		M	25,000	<u>(2)</u>	02/08/2022	Common Shares
Option to Purchase Common Shares ⁽³⁾	\$ 27.62	02/19/2019		A	27,500	12/31/2019 ⁽⁴⁾	02/19/2029	Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mason J Thomas 3 EASTON OVAL COLUMBUS, OH 43219	X		Ex. VP & Chief Legal Officer	

Signatures

/s/Phillip G. Creek, Attorney-in-Fact for J. Thomas
Mason

02/20/2019

__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) These common shares were acquired by the reporting person upon the vesting of an equal number of performance share units on February 19, 2019 that were settled on a one for one basis in common shares.
- (2) Of the 25,000 options exercised, 5,000 vested on December 31, 2012, 5,000 vested on December 31, 2013, 5,000 vested on December 31, 2014, 5,000 vested on December 31, 2015 and 5,000 vested on December 31, 2016.
- (3) The Option was granted pursuant to the M/I Homes, Inc. 2018 Long-Term Incentive Plan.
- (4) Twenty percent (20%) of grant becomes exercisable on December 31 immediately following the date of grant and each of the first four anniversaries thereof.

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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