

Hughes Graham T
 Form 4
 April 16, 2013

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 *
 Hughes Graham T

2. Issuer Name and Ticker or Trading Symbol
 Taylor Morrison Home Corp [TMHC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 4900 N. SCOTTSDALE ROAD,
 SUITE 2000
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/12/2013

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
 VP, Sales and Marketing

SCOTTSDALE, AZ 85251

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

(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 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)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)		
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 22	04/12/2013	A	20,000	(1)	04/12/2023	Class A Common Stock	20,000
Common Partnership Units and Class B Common Stock	(3)	04/09/2013	A	44,576	(3)	(4)	Class A Common Stock	44,576
Common Partnership Units and Class B Common Stock	(3)	04/12/2013	D	4,116 (5)	(3)	(4)	Class A Common Stock	4,116

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hughes Graham T 4900 N. SCOTTSDALE ROAD, SUITE 2000 SCOTTSDALE, AZ 85251			VP, Sales and Marketing	

Signatures

/s/ Graham T. 04/16/2013
 Hughes

**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) Subject to certain conditions, the options will generally vest in four equal installments of 25% on each of April 12, 2015, April 12, 2016, April 12, 2017 and April 12, 2018.
- (2) The options were granted to Mr. Hughes in accordance with the Taylor Morrison 2013 Omnibus Equity Award Plan.
- (3)

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Pursuant to the terms of the Exchange Agreement dated as of April 9, 2013, Mr. Hughes may exchange all or a portion of his vested New TMM Units (along with an equal number of its Class B Shares) at any time for shares of Class A Common Stock (the "Class A Shares") of the Issuer on a one-for-one basis. Unvested New TMM Units (along with corresponding shares of of the issuer's Class B common stock) vest in equal annual installments of 20% per year on each anniversary of the original date of grant of the interests that were exchanged for the New TMM Units, subject to the individual's continued employment or service through the applicable vesting date.

The New TMM Units do not expire and the reporting person is not required to pay an exercise price in connection with exchanges. The

- (4) Class B common stock provides the holder with one vote on all matters submitted to a vote of the issuer's stockholders but does not entitle the holder to any of the economic rights associated with shares of the issuer's Class A common stock.
- (5) Represents the sale of New TMM Units and Class B common stock by Mr. Hughes to the issuer pursuant to the Management Purchase Agreement, dated as of April 12, 2013, by and among the issuer and Mr. Hughes, as approved by the board of the issuer.

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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