

HOME PROPERTIES INC

Form 4

October 07, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GARDNER DAVID P

(Last) (First) (Middle)

**HOME PROPERTIES, INC., 850
CLINTON SQUARE**

(Street)

ROCHESTER, NY 14604

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
HOME PROPERTIES INC [HME]

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

EVP, CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01	09/30/2015		G	V 13,505	D \$ 0 80,925	D	
Common Stock, par value \$.01	10/07/2015		A	34,750 (1)	A \$ 0 115,675	D	
Common Stock, par value \$.01	10/07/2015		D	115,675 (2)	D \$ 75.23 0	D	
Units of Home	10/07/2015		D	2,871	D \$ 0 75.23	D	

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Properites,
L.P.

(3)

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
Employee Stock Option	\$ 51.06	10/07/2015		D	25,000			<u>(4)</u>	05/04/2016	common stock	25,000
Employee Stock Options	\$ 55.5	10/07/2015		D	30,486			<u>(4)</u>	05/01/2017	common stock	30,486
Employee Stock Options	\$ 52.56	10/07/2015		D	38,514			<u>(4)</u>	05/01/2018	common stock	38,514
Employee Stock Options	\$ 33.9	10/07/2015		D	47,552			<u>(4)</u>	05/11/2019	common stock	47,552
Employee Stock Options	\$ 49.35	10/07/2015		D	30,374			<u>(4)</u>	05/11/2020	common stock	30,374
Employee Stock Options	\$ 62.09	10/07/2015		D	16,017			<u>(4)</u>	05/10/2021	common stock	16,017
Employee Stock Options	\$ 63.69	10/07/2015		D	21,459			<u>(4)</u>	05/08/2022	common stock	21,459

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GARDNER DAVID P HOME PROPERTIES, INC. 850 CLINTON SQUARE ROCHESTER, NY 14604	EVP, CFO

Signatures

/s/ David P. Gardner, By Ann M. McComrick,
attorney-in-fact

10/07/2015

__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 shares received for no consideration that were earned based on the achievement of certain performance measures.
- (2) Includes common shares, restricted shares and restricted stock units, including those earned pursuant to performance-based measures.
- (3) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$75.23 in cash per share.
- (4) Options were fully vested.
Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$24.17 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$75.23.
- (5) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$19.73 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$75.23.
- (6) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$22.67 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$75.23.
- (7) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$41.33 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$75.23.
- (8) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$25.88 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$75.23.
- (9) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$13.14 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$75.23.
- (10) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$11.54 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$75.23.
- (11)

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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