

MILLER STUART A
Form 4
December 02, 2011

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER STUART A

2. Issuer Name and Ticker or Trading
Symbol
LENNAR CORP /NEW/ [LEN,
LEN.B]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
700 NW 107TH AVENUE, SUITE
400

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2011

☐ Director ☐ 10% Owner
☒ Officer (give title below) Other (specify below)
President/CEO

(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

MIAMI, FL 33172

(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 Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| | | | Code | V | Amount (A) or (D) | Price | |
| Class A Common Stock | 11/30/2011 | | F | | 45,563 (1) | D \$ 18.41 | 1,867,400 D |
| Class A Common Stock | 11/30/2011 | | F | | 45,563 (2) | D \$ 18.41 | 1,821,837 D |
| Class A Common Stock | 11/30/2011 | | A | | 500,000 (3) | A \$ 0 | 2,321,837 D |
| Class A | | | | | | | 36,850 I By Trust |

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| | | | | |
|----------------------|------------|---|---------------------|-----|
| Common Stock | | | | (4) |
| Class A Common Stock | 18,443 | I | By ESOP Trust | |
| Class B Common Stock | 97,730 | D | | |
| Class B Common Stock | 1,878 | I | By ESOP Trust | |
| Class B Common Stock | 21,207,996 | I | By Family Trust (4) | |

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

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(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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 26.32 | | | | | 01/25/2006 | 01/25/2012 | Class A Common Stock | 16,202 |
| Stock Option (Right to Acquire) | \$ 0 | | | | | 01/25/2006 | 01/25/2012 | Class B Common Stock | 1,620 ⁽⁵⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER STUART A 700 NW 107TH AVENUE SUITE 400 MIAMI, FL 33172 | X | X | President/CEO | |

Signatures

Mark Sustana as Attorney-in-fact for Stuart A.
Miller

12/02/2011

__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) Surrendered shares to pay tax liability on vesting restricted stock pursuant to a 10b5-1 plan. The restricted stock was originally granted on November 30, 2009
- (2) Surrendered shares to pay tax liability on vesting restricted stock pursuant to a 10b5-1 plan. The restricted stock was originally granted on November 30, 2010.
Restricted stock grant on November 30, 2011. 25% of the restricted shares granted will vest on June 30, 2012 subject to forfeiture, and the
- (3) remaining 75% of the shares granted on November 30, 2011 will vest, subject to forfeiture, in equal intervals on each of the first three anniversaries of the grant date.
- (4) Mr. Miller has sole voting and investment power with respect to these shares, even though he has only limited pecuniary interest in these shares. Mr. Miller disclaims beneficial ownership of these shares except to the extent of such pecuniary interest.
- (5) Represents shares of Class B Common Stock to be issued upon the exercise of certain options to purchase Class A Common Stock.

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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