

HORTON D R INC /DE/  
Form 4  
February 14, 2017

**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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WHEAT BILL W**

(Last) (First) (Middle)

301 COMMERCE STREET, SUITE  
500

(Street)

FORT WORTH,, TX 76102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**HORTON D R INC /DE/ [DHI]**

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

02/12/2017

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 and 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/12/2017		M		6,580	A	11	96,622	D
Common Stock	02/13/2017	02/13/2017	S		2,925 <u>(2)</u>	D	\$ 30.5404 (3)	93,697	D

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

**Persons who respond to the collection of  
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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
Restricted Stock Unit	<u>(1)</u>	02/12/2017		M	6,580	<u>(4)</u> <u>(4)</u>	Common Stock 6,580
Restricted Stock Unit	<u>(5)</u>	02/14/2017		A	29,650	<u>(6)</u> <u>(6)</u>	Common Stock 29,650

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WHEAT BILL W 301 COMMERCE STREET SUITE 500 FORT WORTH,, TX 76102	EVP and CFO

## Signatures

/s/ Bill W.  
Wheat

02/14/2017

\_\_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) Each restricted stock unit converts into one share of DHI common stock.

(2) Shares sold to cover withholding tax obligations vested on February 12, 2017.

The price reported in Column 4 is a weighted average price. The prices actually received ranged from \$30.455 to \$30.55. The reporting person has provided to the issuer and will provide any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(4) On February 12, 2016, the reporting person was granted 32,900 restricted stock units, vesting in five annual installments beginning February 12, 2017.

(5) Each restricted stock unit represents a contingent right to receive one share of DHI common stock upon vesting.

(6) The restricted stock units vest in five equal annual installments beginning February 14, 2018.

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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