WHEAT BILL W Form 4 November 27, 2018

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287 Number:

OMB APPROVAL

Expires:

January 31, 2005

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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

See Instruction

1(b).

(Print or Type Responses)

1. Name and A	ing Person *	2. Issue Symbol	r Name a	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	HORTON D R INC /DE/ [DHI] 3. Date of Earliest Transaction (Month/Day/Year)			(Check all applicable) Director 10% Owner _X_ Officer (give title Other (special below) EVP and CFO		
1341 HORTON CIRCLE (Street) ARLINGTON, TX 76011			11/23/2	• •				
			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check		
			Filed(Mo	nth/Day/Y	ear)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tab	le I - Nor	a-Derivative Securities Ac	quired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security	2. Transaction I			3. Transac	4. Securities Acquired	5. Amount of Securities	6. Ownership	7. Natur

		1 401	able 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiency Owned						
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3,	4 and 5	5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	11/23/2018		F(1)	11,805	D	\$ 35.81	121,180	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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>(2)</u>	11/26/2018		A	29,650	(3)	(3)	Common Stock	29,650

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Reporting Owners

Reporting Owner Name / Address	Relationships						
.r. g	Director	10% Owner	Officer	Other			
WHEAT BILL W							
1341 HORTON CIRCLE			EVP and CFO				
ARLINGTON TX 76011							

Signatures

/s/ Bill W.
Wheat

**Signature of Reporting Person

A part of Part of

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 shares were surrendered to issuer to cover tax obligations of the 30,000 shares of DHI common stock issued in settlement of time based restricted stock units awarded November 4, 2015 and settled on November 23, 2018.
- (2) Each restricted stock unit represents a contingent right to receive one share of DHI common stock upon vesting.
- (3) The restricted stock units vest in five equal annual installments beginning November 26, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2