TRI Pointe Homes, Inc. Form 4

February 05, 2013

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

(Print or Type Responses)

1. Name and Address of Reporting Person * VIII/TPC HOLDINGS, L.L.C.

(Middle)

C/O TRI POINTE HOMES. INC., 19520 JAMBOREE ROAD,

(First)

SUITE 200

(City)

Common

Stock

(Last)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

TRI Pointe Homes, Inc. [TPH]

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

02/05/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

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

Issuer

below)

Director

Officer (give title

IRVINE, CA 92612

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) (Instr. 3)

01/30/2013

(Zip)

Execution Date, if (Month/Day/Year)

4. Securities Acquired (A) or 3. TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

(A) or

Code V (D) Amount 5,742,350 S D

5. Amount of Securities Beneficially Owned **Following**

Ownership Form: Direct (D) or Indirect

6.

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

of Indirect Beneficial Ownership (Instr. 4)

7. Nature

Reported Transaction(s) (Instr. 4)

(Instr. 3 and 4)

D

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

97,619,950

Price

12,283,669

SEC 1474 (9-02)

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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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative		•		Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(2.11541
					4, and 5)						
					i, and 3)						
									Amount		
						Data	Evaluation		or		
						Date Exercisable	Expiration Date	1 itie	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
VIII/TPC HOLDINGS, L.L.C.							
C/O TRI POINTE HOMES, INC.							
19520 JAMBOREE ROAD, SUITE 200		X					

Signatures

IRVINE, CA 92612

/s/ J. Marc
Perrin

**Signature of Date

**Signature of Reporting Person

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).

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