

HORTON D R INC /DE/  
Form SC TO-I/A  
May 16, 2003

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**SCHEDULE TO**  
**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. 2)**

**D.R. HORTON, INC.**

**(Name of Subject Company (Issuer))**

**D.R. HORTON, INC.**

**(Name of Filing Persons (Offeror))**

**Zero Coupon Convertible Senior Notes due 2021**

**(Title of Class of Securities)**

**23331A AH 2**

**(CUSIP Number of Class of Securities)**

**Samuel R. Fuller c/o D.R. Horton, Inc.**

**1901 Ascension Blvd., Suite 100**

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Arlington, TX 76006

(817) 856-8200

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of Filing Persons)

Copies to:

Irwin F. Sentilles, Esq.

Gibson, Dunn & Crutcher LLP

2100 McKinney Ave., Suite 1100 Dallas, TX 75201

(214) 698-3100

CALCULATION OF FILING FEE

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**Transaction Valuation\***  
**\$213,320,379.49**

**Amount of Filing Fee\*\***  
**\$17,257.62**

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\* Calculated solely for purposes of determining the filing fee. The purchase price of the Zero Coupon Convertible Senior Notes due 2021, as described herein, is \$559.73 per \$1,000 principal amount at maturity outstanding. As of March 26, 2003, there was \$381,113,000.00 in aggregate principal amount at maturity outstanding, resulting in an aggregate maximum purchase price of \$213,320,379.49.

\*\* Previously paid. The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals \$80.90 for each \$1,000,000 of the transaction valuation.

.. Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid:	Not applicable.	Filing Party:	Not applicable.
Form or Registration No.:	Not applicable.	Date Filed:	Not applicable.

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

.. Check the appropriate boxes to designate any transactions to which this statement relates:

.. third party tender offer subject to Rule 14d-1  
x issuer tender offer subject to Rule 13e-4

.. going-private transaction subject to Rule 13e-3  
.. amendment to Schedule 13D under Rule 13d-2



Dated: May 16, 2003

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(A)	Company Notice to Holders of its Zero Coupon Convertible Senior Notes due 2021, dated March 31, 2003.*
(a)(1)(B)	Form of Purchase Notice relating to the D.R. Horton, Inc. Zero Coupon Convertible Senior Notes due 2021.*
(a)(1)(C)	Form of Notice of Guaranteed Delivery of D.R. Horton, Inc. Zero Coupon Convertible Senior Notes due 2021.*
(a)(1)(D)	Form of Notice of Withdrawal of D.R. Horton, Inc. Zero Coupon Convertible Senior Notes due 2021.*
(a)(1)(E)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees relating to the D.R. Horton, Inc. Zero Coupon Convertible Senior Notes due 2021.*
(a)(1)(F)	Form of Letter to Clients relating to the D.R. Horton, Inc. Zero Coupon Convertible Senior Notes due 2021.*
(a)(1)(G)	Form of Substitute Form W-9.*
(a)(1)(H)	Guidelines for Certification of Taxpayer Identification Number of Substitute Form W-9.*
(a)(5)	Press Release issued by D.R. Horton, Inc. on March 31, 2003.*
(a)(5)(B)	Press Release issued by D.R. Horton, Inc. on May 13, 2003.**
(b)	Not applicable.
(d)(1)	Indenture, dated as of June 9, 1997, by and between D.R. Horton, Inc. and American Stock Transfer & Trust Company, incorporated by reference to Exhibit 4.1(a) to Registration Statement on Form S-3 (File No. 333-27521) as filed with the Securities and Exchange Commission on May 21, 1997.*
(d)(2)	Eleventh Supplemental Indenture, dated as of May 11, 2001, by and between D.R. Horton, Inc. and American Stock Transfer & Trust Company, incorporated by reference to Exhibit 4.1(a) to the Company's Current Report on Form 8-K, as filed with the Securities and Exchange Commission on May 14, 2001.*
(g)	Not applicable.
(h)	Not applicable.

\* Previously filed.

\*\* Filed herewith.