

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

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**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  
 Officer (give title below)  Other (specify below)  
EVP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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	96,622
Common Stock	02/13/2017	02/13/2017	S		2,925	D	\$ 30.5404
					(2)		(3)

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)

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)	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.                      02/14/2017  
Wheat

\*\*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.
- (3) On February 12, 2016, the reporting person was granted 32,900 restricted stock units, vesting in five annual installments beginning February 12, 2017.
- (4) Each restricted stock unit represents a contingent right to receive one share of DHI common stock upon vesting.
- (5) 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. 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.