

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>HILTON STEVEN J</b>		2. Issuer Name and Ticker or Trading Symbol <b>Meritage Homes CORP [MTH]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Executive Chairman</b>	
(Last) (First) (Middle) <b>8800 EAST RAINTREE DRIVE, SUITE 300</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>03/01/2021</b>			
(Street) <b>SCOTTSDALE, AZ 85260</b>		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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
MTH Common Stock	03/01/2021		M		9,956 <u>(1)</u>	A	\$ 0	376,909	I	HELD IN TRUST
MTH Common Stock	03/01/2021		A		67,177 <u>(1)</u>	A	\$ 0	444,086	I	HELD IN TRUST
MTH Common Stock	03/02/2021		S		3,965 <u>(2)</u>	D	\$ 83.84 <u>(3)</u>	440,121	I	HELD IN TRUST
MTH Common Stock	03/02/2021		S		32,602 <u>(2)</u>	D	\$ 84.85 <u>(4)</u>	407,519	I	HELD IN TRUST
MTH Common Stock	03/02/2021		S		396 <u>(2)</u>	D	\$ 85.31 <u>(5)</u>	407,123 <u>(6) (7)</u>	I	HELD IN TRUST
MTH Common Stock	03/01/2021		A		5,905 <u>(8)</u>	A	\$ 0	71,852 <u>(9)</u>	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)**

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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Rights	\$ 0	03/01/2021		M		9,956 <u>(1)</u>	03/01/2021	03/01/2021	MTH Common Shares	9,956.00	\$ 0	0	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

HILTON STEVEN J 8800 EAST RAINTREE DRIVE SUITE 300 SCOTTSDALE, AZ 85260	X		Executive Chairman	
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## Signatures

/s/ Steven J. Hilton		03/03/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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) Represents vesting of restricted stock units upon achievement of pre-specified performance targets.

(2) Represents sale of shares to cover required tax withholdings under a 10b5-1 plan.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$83.25 to \$84.24, inclusive. The reporting person undertakes to

(3) provide to the Registrant, any security holder of the Registrant, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.26 to \$85.24, inclusive. The reporting person undertakes to

(4) provide to the Registrant, any security holder of the Registrant, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.27 to \$85.37, inclusive. The reporting person undertakes to

(5) provide to the Registrant, any security holder of the Registrant, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1).

(6) Balance reflects all other holdings, including restricted stock units that have previously vested.

(7) 17,000 shares are held in a charitable remainder trust controlled by Mr. Hilton.

(8) Represents grant of restricted share units. The shares were granted according to a three-year cliff vesting schedule.

(9) Balance represents restricted stock units not vested.

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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