

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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).

☒ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person * <u>HILTON STEVEN J</u> (Last) (First) (Middle) <u>18655 NORTH CLARET DRIVE</u> <u>SUITE 400</u> (Street) <u>SCOTTSDALE</u> <u>AZ</u> <u>85255</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Meritage Homes CORP [MTH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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			
MTH Common Stock	03/01/2024		A		5,905 ⁽¹⁾	A	\$0	393,676	I	HELD IN FAMILY TRUSTS
MTH Common Stock	03/04/2024		S		3,621 ⁽²⁾	D	\$158.03 ⁽³⁾	390,055	I	HELD IN FAMILY TRUSTS
MTH Common Stock	03/04/2024		S		495 ⁽²⁾	D	\$158.79 ⁽⁴⁾	389,560	I	HELD IN FAMILY TRUSTS
MTH Common Stock	03/04/2024		S		338 ⁽²⁾	D	\$159.85 ⁽⁵⁾	389,222	I	HELD IN FAMILY TRUSTS
MTH Common Stock	03/04/2024		S		251 ⁽²⁾	D	\$160.9 ⁽⁶⁾	388,971 ⁽⁷⁾⁽⁸⁾	I	HELD IN FAMILY TRUSTS
MTH Common Stock								12,971 ⁽⁹⁾	D	

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

1. Represents vesting of performance-based 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.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$157.46 to \$158.43, inclusive. The reporting person undertakes to 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 this footnote.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$158.46 to \$159.34, inclusive. The reporting person undertakes to 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 this footnote.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$159.50 to \$160.15, inclusive. The reporting person undertakes to 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 this footnote.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$160.86 to \$161.37, inclusive. The reporting person undertakes to 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 this footnote.
7. Balance reflects all other holdings, including restricted stock units that have previously vested.
8. 17,000 shares are held in a charitable remainder trust controlled by Mr. Hilton.
9. Balance represents restricted stock units not vested.

Remarks:

/s/ Alison Sasser, attorney-in-fact 03/05/2024
for Steven J. Hilton

** Signature of Reporting Person

Date

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

* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.