

# 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).

## 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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>SEAY LARRY WAYNE</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 VP - CFO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/05/2013</b>					
17851 N. 85TH STREET, SUITE 300			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		
(Street)								
<b>SCOTTSDALE, AZ 85255</b>								
(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	03/05/2013		S		25,000	D	\$ 42.51	60,965	D	
MTH Common Stock	03/06/2013		M		12,518	A	\$ 15.98	73,483	D	
MTH Common Stock	03/06/2013		M		7,305	A	\$ 13.69	80,788 (1)	D	
MTH Common Shares								37,500 (2)	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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
M/TH COMMON STOCK	\$ 15.98	03/06/2013		M	3	12/11/2008	12/11/2014	M/TH COMMON STOCK	3.00	\$ 0	0	D	
M/TH COMMON STOCK	\$ 15.98	03/06/2013		M	3	12/11/2009	12/11/2014	M/TH COMMON STOCK	3.00	\$ 0	0	D	
M/TH COMMON STOCK	\$ 15.98	03/06/2013		M	6,255	12/11/2010	12/11/2014	M/TH COMMON STOCK	6,255.00	\$ 0	0	D	
M/TH COMMON STOCK	\$ 15.98	03/06/2013		M	6,257	12/11/2011	12/11/2014	M/TH COMMON STOCK	6,257.00	\$ 0	0	D	
M/TH COMMON STOCK	\$ 13.69	03/06/2013		M	1	01/02/2012	01/02/2015	M/TH COMMON STOCK	1.00	\$ 0	0	D	
M/TH COMMON STOCK	\$ 13.69	03/06/2013		M	7,304	01/02/2013	01/02/2015	M/TH COMMON STOCK	7,304.00	\$ 0	0	D	

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEAY LARRY WAYNE 17851 N. 85TH STREET SUITE 300 SCOTTSDALE, AZ 85255			Executive VP - CFO	

## Signatures

/s/ Hilla Sferruzza, attorney-in-fact for Larry W. Seay		03/07/2013
<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) Balance reflects all other holdings, including restricted shares that have previously vested.

(2) Balance represents restricted shares not vested but does not include 37,500 shares of restricted stock with vesting contingent upon the achievement of pre-specified performance targets.

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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