# FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

pe Response	8)												
1. Name and Address of Reporting Person* SEAY LARRY WAYNE			2. Issuer Name and Ticker or Trading Symbol Meritage Homes CORP [MTH]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner				
(Last) (First) (Middle) 17851 N. 85TH STREET, SUITE 300			3. Date of Earliest Transaction (Month/Day/Year) 02/12/2014					X_Officer (give title below) Other (specify below)  Executive VP - CFO					
(Street) SCOTTSDALE, AZ 85255			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)  _X_ Form filed by One Reporting Person  _Form filed by More than One Reporting Person					
<i>i</i> )	(State)	(Zip)	Ta	ible I - No	on-Der	ivative S	Securities	Acqu	ired, Dispo	osed of, or I	Beneficially (	Owned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	any	f Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		ollowing (s)	Ownership Form: Direct (D)	Beneficial Ownership
				Code	V	Amour	(A) or (D)	Price				(I) (Instr. 4)	(Instr. 4)
ommon Sto	ck	02/12/2014		A		9,868 (1)	A	\$ 0	34,868	<u>2)</u>		D	
mmon Sha	ares								65,231	<u>3)</u>		D	
					cont the f	ained in form dis	n this for splays a	rm are curre reficial	not requesting ntly valid	ired to res	spond unles	s	1474 (9-02)
2	3 Transactio		1 1		1				itle and	8 Price of	9 Number o	f 10	11. Natur
Conversion	Date (Month/Day/Y	Year) any				and Expiration Date (Month/Day/Year)						Ownersl	11.114441
Price of Derivative Security	(monas su)		Year) (Instr. 8)	Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3,	e S	nth/Day/		Seco	lerlying urities tr. 3 and	Security (Instr. 5)	Beneficially Owned Following Reported Transaction(	Form of Derivati Security Direct (I or Indirects) (I) (Instr. 4)	Beneficia Ownershi (Instr. 4)
	ARRY WARRY W	ARRY WAYNE  (First)  . 85TH STREET, SUI  (Street)  SDALE, AZ 85255 (State)  Security  Demmon Stock  Demmon Stock  Demmon Shares  Report on a separate line for Conversion Date	ARRY WAYNE  (i) (First) (Middle)  . 85TH STREET, SUITE 300  (Street)  SDALE, AZ 85255 (i) (State) (Zip)  Security  2. Transaction Date (Month/Day/Year)  Date Ommon Stock  02/12/2014  Date  Table II - 1  (Conversion Date Conversion Date  Street  A. Deemed Execution Date Execution Date	ARRY WAYNE  (Signature)  (Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (State)  (Zip)  (Zip)  (A. If Amendment, and Date (Execution Date, if (Month/Day/Year))  (Month/Day/Year)  (Month/Day/Year)	ARRY WAYNE  (First) (Middle) (Street)  (Street)  (Street)  (State)  (Zip)  (Zip)  (All Amendment, Date Original Execution Date (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Code (Instr. 8)  (Month/Day/Year)  (Code (Instr. 8)  (Code (Instr. 8)	ARRY WAYNE  (First) (Middle) (Street)  (Street)  (Street)  (State)  (Zip)  (Zip)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Code Vommon Stock  (Day/12/2014  (State)  (Zip)  (Zip)  (A. If Amendment, Date Original Final Properties of Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Code Vommon Shares  (A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A. Deemed Execution Date, if any (Month/Day/Year)  (A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (A. Deemed Execution Date, if any (Month/Day/Year)	ARRY WAYNE  (Street)  (Street)  (Street)  (Street)  (State)  (State)  (Zip)  (Zip)  (State)  (Zip)  (Month/Day/Year)  (M	ARRY WAYNE  (First) (Middle) (Street)  (State)  (State)  (Zip)  (State)  (Zip)  (State)  (Zip)  (State)  (Zip)  (State)  (A) Deemed Execution Date, if (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) or Disposed (Instr. 8)  (D) (Instr. 3, 4 and 5)  (A) or Disposed (Instr. 8)  (D) (Instr. 3, 4 and 5)  (A) or Disposed (Instr. 8)  (D) (Instr. 3, 4 and 5)  (D) (Instr. 3, 4 and 5)  (D) (Instr. 3, 4 and 5)  (Execution Date, if (A) or (D) (Instr. 3, 4 and 5)  (Execution Dat	ARRY WAYNE  Meritage Homes CORP [MTH]  3. Date of Earliest Transaction (Month/Day/Year) 02/12/2014  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  SDALE, AZ 85255  (State)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) or Disposed of (Instr. 8)  (D) (Instr. 3, 4 and 5)  Code  V Amount (A) or Disposed of (Instr. 8)  (D) (Instr. 3, 4 and 5)  (A) or Price  (A) or Disposed of (Instr. 8)  (D) (Instr. 3, 4 and 5)  (Exercise Persons who respond to contained in this form are the form displays a curre  Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities)  2. 3. Transaction 3A. Deemed 4. 5. 6. Date Exercisable 7. T	ARRY WAYNE  Meritage Homes CORP [MTH]  3. Date of Earliest Transaction (Month/Day/Year)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (Instr. 3)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Date  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 3, 4 and 5)  (Instr. 4, 5 and 4, 5	ARRY WAYNE  Meritage Homes CORP [MTH]  (Che Director ARRY WAYNE  (Che Director ACTION (Middle) (Street)  A. If Amendment, Date Original Filed(Month/Day/Year) (Street)  4. If Amendment, Date Original Filed(Month/Day/Year) (State)  (State)  (State)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (Instr. 3, 4 and 5)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Code (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) or Director  X Officer (give title bele Exx Conficer (give title bele Exx Committee Securities Acquired, Disposed of, Or Individual or Joint/X X Form filed by More than  4. Securities Acquired, May or Disposed of, Or Instr. 3, 4 and 5)  (Instr. 3 and 4)  (Instr.	ARRY WAYNE  Meritage Homes CORP [MTH]  Director  X Officer (give title below)  Executive VP - (  Execu	ARRY WAYNE  Meritage Homes CORP [MTH]  3. Date of Earliest Transaction (Month/Day/Year)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  (State)  2. Transaction Date (Month/Day/Year)  (Month/Da

### **Reporting Owners**

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

## **Signatures**

/s/ Larry W. Seay	02/14/2014
**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) Represents grant of restricted share units. The shares will fully vest on the third anniversary of the date of grant.
- (2) Balance represents restricted shares and restricted share units not vested.
- (3) Balance reflects all other holdings, including restricted shares that have previously vested.

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.