PULTE WILLIAM J Form 4

August 12, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number:

January 31, Expires: 2005

> 10% Owner Other (specify

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* PULTE WILLIAM J

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PULTEGROUP INC/MI/ [PHM]

(Check all applicable)

Officer (give title

Director

100 BLOOMFIELD HILLS PARKWAY, SUITE 300

(Middle)

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

08/10/2011

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

**BLOOMFIELD HILLS, MI 48304** 

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. Transaction 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Code Derivative **Expiration Date** Security or Exercise any (Instr. 8) Securities (Month/Day/Year)

7. Title an

Underlyin

(Instr. 3 ar

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Forward sale contract (obligation to sell)	(1) (2) (3)	08/10/2011		J/K(1)(2)(3)		7,000,000		08/12/2013	08/12/2013	Commo Stock

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

PULTE WILLIAM J
100 BLOOMFIELD HILLS PARKWAY SUITE 300

BLOOMFIELD HILLS, MI 48304

### **Signatures**

/s/ WILLIAM J.
PULTE

\*\*Signature of Reporting

Date

\*\*Signature of Reporting
Person

the term of the pledge.

### **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).

On August 10, 2011, the reporting person entered into a prepaid variable forward sale contract with an unaffiliated third party buyer. This contract obligates the reporting person to deliver to the buyer up to 7,000,000 shares of PulteGroup, Inc. ("PHM") common stock (or, at the reporting person's election, an equivalent amount of cash based on the market price of PHM common stock at that time) ratably over a seven-day period consisting of August 12, 13, 14, 15, 16, 19 and 20, 2013 (each, a "Maturity Date"). In exchange for assuming this obligation, the reporting person received a cash payment of \$28,736,045.80. The reporting person pledged 7,000,000 shares of PHM common stock (the "Pledged Shares") to secure his obligations under the contract, and retained voting rights in the Pledged Shares during

The contract provided that the number of shares of PHM common stock to be delivered to the buyer with respect to each Maturity Date is to be determined as follows: (a) if the closing price of PHM common stock on such Maturity Date (the "Settlement Price") is less than or equal to \$5.2162 (the "Floor Price"), the reporting person will deliver to the buyer 1,000,000 shares of PHM common stock (i.e., the ratable portion of the Pledged Shares to be delivered with respect to each Maturity Date); (b) if the Settlement Price is greater than the

ratable portion of the Pledged Shares to be delivered with respect to each Maturity Date); (b) if the Settlement Price is greater than the Floor Price and less than or equal to \$7.8243, the reporting person will deliver to the buyer a number of shares of PHM common stock equal to 1,000,000 shares

of PHM Common Stock multiplied by a fraction, the numerator of which is the Floor Price and the denominator of which is the Settlement Price; and (c) if the Settlement Price is greater than the Cap Price, the reporting person will deliver to the buyer the number of shares of PHM common stock equal to 1,000,000 shares multiplied by a fraction, the numerator of which is the Floor Price plus the excess of the Settlement Price over the Cap Price,, and the denominator of which is the Settlement Price.

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.

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