

SMITH HARMON D
Form 4
May 02, 2013

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH HARMON D

2. Issuer Name and Ticker or Trading Symbol
PULTEGROUP INC/MI/ [PHM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4800 REGENT BLVD., SUITE 100

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Area President

IRVING, TX 75063

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/02/2013		M		50,000 A \$ 10.93	296,920	D
Common Stock	05/02/2013		M		39,000 A \$ 11.355	335,920	D
Common Stock	05/02/2013		S		89,000 D \$ 21.5	246,920	D
Units						6,212.838 ⁽¹⁾	I via 401(k)

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 10.93	05/02/2013		M	50,000	12/06/2009 ⁽²⁾ 12/06/2017	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 11.355	05/02/2013		M	39,000	12/09/2010 ⁽³⁾ 12/09/2018	Common Stock	39,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH HARMON D 4800 REGENT BLVD. SUITE 100 IRVING, TX 75063			Area President	

Signatures

/s/ Jan M. Klym, attorney-in-fact for Mr. Smith 05/02/2013

**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).
Represents units of the PulteGroup, Inc. Stock Fund (the Fund) of the PulteGroup, Inc. 401(k) Plan. The Fund consists of cash and
(1) Common Stock in amounts that vary from time to time. Since 2/28/2013, the reporting person had contributions totalling 175.019 units. The reporting person's units represent 13,094.614 shares of PulteGroup, Inc. Common Stock held in the Fund as of 4/30/2013.

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- (2) These options vest 50% on 12/6/2009, and 25% on both 12/6/2010 and 12/6/2011.
- (3) These options will vest 50% on 12/9/2010 and 25% on 12/9/2011 and 12/9/2012.

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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