

PULTE WILLIAM J
Form 4
April 25, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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, 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 *
PULTE WILLIAM J

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)
8111 BAY COLONY DRIVE #2001

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2012

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

NAPLES, FL 48304

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

(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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	04/23/2012		J/K ⁽¹⁾⁽²⁾⁽³⁾	D	950,000	D	
Common Stock	04/24/2012		J/K ⁽¹⁾⁽²⁾⁽³⁾	D	950,000	D	
Common Stock					9,129,600	I	By Joan B. Pulte Trust
Units					3,744.02 ⁽⁴⁾	I	401(k) Plan Owned

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 April 23, 2012 and April 24, 2012 the reporting person executed trades relating to the first and second components, respectively, of a prepaid variable forward sale contract that was entered into by the reporting person on February 9, 2009, and amended on April 22, 2010, with an unaffiliated third party buyer (the "Forward Contract"). The Forward Contract obligated the reporting person to deliver to the

- (1) buyer up to 4,750,000 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 five day period based on the market price of PHM common stock on April 23, 24, 25, 26 and 27, 2012 (each, a "Maturity Date"). In exchange for assuming this obligation, the reporting person received a cash payment of \$42,337,803.30. (Continued in footnote 2)

The reporting person pledged 4,750,000 shares of PHM common stock to secure his obligations under the Forward Contract, and retained voting and certain dividend rights in the pledged shares during the term of the pledge. The number of shares of PHM common stock to be

- (2) delivered to the buyer following the maturity of the Forward Contract was to be determined on each Maturity Date, as follows: (a) if the closing price of a share of PHM common stock on such Maturity Date (the "Settlement Price") was less than or equal to \$11.1047, the reporting person would deliver to the buyer 950,000 shares of PHM common stock (i.e., the ratable portion of 4,750,000 shares of PHM common stock to be delivered with respect to each Maturity Date); (Continued in footnote 3)

(b) if the Settlement Price was between \$11.1047 and \$17.4991, the reporting person would deliver to the buyer a number of shares of PHM common stock equal to 950,000 multiplied by a fraction, the numerator of which is \$11.1047 and the denominator of which is the Settlement Price; and (c) if the Settlement Price was equal to or greater than \$17.4991, the reporting person would deliver to the buyer the

(3) number of shares of PHM common stock equal to 950,000 multiplied by a fraction, the numerator of which is \$11.1047 plus the excess of the Settlement Price over \$17.4991, and the denominator of which is the Settlement Price. The Settlement Prices for April 23, 2012 and April 24, 2012 were \$8.22 and \$8.60, respectively. Accordingly, the reporting person will deliver 950,000 shares of PHM common stock to the buyer on the third business day following each of these two Maturity Dates.

Beneficial ownership of these shares is disclaimed. Represents units of the PulteGroup, Inc. Stock Fund of the PulteGroup, Inc. 401(k)

- (4) Plan (the "Fund"). The Fund consists of cash and shares of PHM common stock in amounts that vary from time to time. The units represented 8,139.38 shares of PulteGroup, Inc. common stock held in the Fund as of April 23, 2012.

Represents units of the PulteGroup, Inc. Stock Fund of the PulteGroup, Inc. 401(k) Plan (the "Fund"). The Fund consists of cash and

(5) shares of PHM common stock in amounts that vary from time to time. The reporting person's units represented 115,693.16 shares of PulteGroup, Inc. common stock held in the Fund as of April 23, 2012.

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.