

TRI Pointe Homes, Inc.
Form 4
March 24, 2015

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 *
MITCHELL THOMAS J

(Last) (First) (Middle)

C/O TRI POINTE HOMES,
INC., 19540 JAMBOREE ROAD,
SUITE 300

(Street)

IRVINE, CA 92612

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TRI Pointe Homes, Inc. [TPH]

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President, COO, Secretary

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

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/20/2015		S(1)	38,855 (2) D 15.25 (3)	\$ 56,399	I	By BMG Homes, Inc.
Common Stock	03/23/2015		S(1)	28,605 (2) D 15.15 (4)	\$ 27,794	I	By BMG Homes, Inc.
Common Stock	03/24/2015		S(1)	27,794 (2) D 15.25 (5)	\$ 0	I	By BMG Homes, Inc.

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

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SEC 1474
(9-02)

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 (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MITCHELL THOMAS J C/O TRI POINTE HOMES, INC. 19540 JAMBOREE ROAD, SUITE 300 IRVINE, CA 92612			President, COO, Secretary	

Signatures

/s/Michael D. Grubbs,
attorney-in-fact
03/24/2015
**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) The sale of the shares reported in this Form 4 was effected pursuant to a Rule 10b5-1 plan entered into by BMG Homes, Inc., effective March 6, 2015.
 - (2) Represents reporting person's pro rata interest in shares of the Issuer sold by BMG Homes, Inc., a corporation in which the reporting person is a minority shareholder.
The sales price is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$15.05 to \$15.45, inclusive. The reporting person undertakes to provide TRI Pointe Homes, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
 - (4)

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The sales price is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$15.07 to \$15.25, inclusive. The reporting person undertakes to provide TRI Pointe Homes, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

- (5) The sales price is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$15.00 to \$15.38, inclusive. The reporting person undertakes to provide TRI Pointe Homes, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

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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