

CREGG ROGER A
Form 4
December 05, 2012

FORM 4

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

OMB APPROVAL

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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 *
CREGG ROGER A

2. Issuer Name and Ticker or Trading Symbol
AV Homes, Inc. [AVHI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8601 N. SCOTTSDALE RD., SUITE 225

3. Date of Earliest Transaction (Month/Day/Year)
12/03/2012

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

(Street)
SCOTTSDALE, AZ 85253

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 | (A) or (D) | Price |
| Common Stock | 12/03/2012 | | A | | 15,673 | A | \$ 0 (1) |
| Restricted Common Stock | 12/03/2012 | | A | | 15,673 | D | \$ 0 (2) |
| Restricted Common Stock | 12/03/2012 | | A | | 31,347 | D | \$ 0 (3) |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CREGG ROGER A 8601 N. SCOTTSDALE RD., SUITE 225 SCOTTSDALE, AZ 85253 | | | President and CEO | |

Signatures

/s/ Roger Cregg 12/04/2012
 **Signature of Date
 Reporting Person

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) On December 3, 2012, the Reporting Person was granted an award of 15,673 shares of common stock of the Issuer under the Amended and Restated 1997 Incentive and Capital Accumulation Plan (2011 Restatement).
 On December 3, 2012, the Reporting Person was granted an award of 15,673 restricted shares of common stock of the Issuer under the Amended and Restated 1997 Incentive and Capital Accumulation Plan (2011 Restatement). The restricted shares are subject to forfeiture and the Issuer's attainment of performance goals, and 25% of the restricted shares will vest on each of the following vesting dates: (1) December 31, 2013, (2) December 31, 2014, (3) December 31, 2015 and (4) December 31, 2016, provided that the Reporting Person remains continuously employed by the Issuer through each vesting date.
- (3) On December 3, 2012, the Reporting Person was granted an award of 31,347 restricted shares of common stock of the Issuer under the Amended and Restated 1997 Incentive and Capital Accumulation Plan (2011 Restatement). 50% of the restricted shares will vest on each of the following vesting dates: (1) December 31, 2013, and (2) December 31, 2014, provided that the Reporting Person remains continuously employed by the Issuer through each vesting date.

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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