

PULTE WILLIAM J
Form 4
August 12, 2011

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 *
PULTE WILLIAM J

(Last) (First) (Middle)

100 BLOOMFIELD HILLS
PARKWAY, SUITE 300

(Street)

BLOOMFIELD HILLS, MI 48304

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | 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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|--------------------------------|------------------------------------|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|--------------------------------|------------------------------------|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | Acquired (A) or Disposed of (D) | | Date Exercisable | Expiration Date | Title | |
|--|------------------------------|------------------|---------------------------------|-----------|------------------|-----------------|------------|--------------|
| | | | (Instr. 3, 4, and 5) | | | | | |
| | | | Code | V | (A) | (D) | | |
| 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 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PULTE WILLIAM J 100 BLOOMFIELD HILLS PARKWAY SUITE 300 BLOOMFIELD HILLS, MI 48304 | | | X | |

Signatures

/s/ WILLIAM J.
PULTE
08/12/2011

**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).
- 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
- (1) 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 term of the pledge.
- 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
- (2) 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
- (3) 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.