

M I HOMES INC
Form 4
February 10, 2017

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 *
SCHOTTENSTEIN ROBERT H

(Last) (First) (Middle)

3 EASTON OVAL

(Street)

COLUMBUS, OH 43219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
M I HOMES INC [MHO]

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2017

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)
Chairman, CEO & President

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	(D)	Price
Common Shares ⁽¹⁾	02/08/2017		A		37,830	A	\$ 23.34
Common Shares	02/08/2017		S		300	D	\$ 22.95
Common Shares	02/08/2017		S		500	D	\$ 22.97
Common Shares	02/08/2017		S		1,200	D	\$ 22.985
Common Shares	02/08/2017		S		6,770	D	\$ 23

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Common Shares	02/08/2017	S	400	D	\$ 23.005	86,950	D <u>(2)</u>
Common Shares	02/08/2017	S	999	D	\$ 23.01	85,951	D <u>(2)</u>
Common Shares	02/08/2017	S	300	D	\$ 23.015	85,651	D <u>(2)</u>
Common Shares	02/08/2017	S	800	D	\$ 23.02	84,851	D <u>(2)</u>
Common Shares	02/08/2017	S	1,200	D	\$ 23.025	83,651	D <u>(2)</u>
Common Shares	02/08/2017	S	300	D	\$ 23.03	83,351	D <u>(2)</u>
Common Shares	02/08/2017	S	1,310	D	\$ 23.035	82,041	D <u>(2)</u>
Common Shares	02/08/2017	S	690	D	\$ 23.04	81,351	D <u>(2)</u>
Common Shares	02/08/2017	S	500	D	\$ 23.0425	80,851	D <u>(2)</u>
Common Shares	02/08/2017	S	100	D	\$ 23.045	80,751	D <u>(2)</u>
Common Shares	02/08/2017	S	500	D	\$ 23.05	80,251	D <u>(2)</u>
Common Shares	02/08/2017	S	200	D	\$ 23.055	80,051	D <u>(2)</u>
Common Shares	02/08/2017	S	400	D	\$ 23.06	79,651	D <u>(2)</u>
Common Shares	02/08/2017	S	800	D	\$ 23.07	78,851	D <u>(2)</u>
Common Shares	02/08/2017	S	200	D	\$ 23.08	78,651	D <u>(2)</u>
Common Shares	02/08/2017	S	100	D	\$ 23.085	78,551	D <u>(2)</u>
Common Shares	02/08/2017	S	200	D	\$ 23.1	78,351	D <u>(2)</u>
Common Shares	02/08/2017	S	100	D	\$ 23.15	78,251	D <u>(2)</u>
Common Shares	02/08/2017	S	580	D	\$ 23.155	77,671	D <u>(2)</u>
Common Shares	02/08/2017	S	811	D	\$ 23.16	76,860	D <u>(2)</u>
	02/08/2017	S	300	D	\$ 23.165	76,560	D <u>(2)</u>

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Common Shares							
Common Shares	02/08/2017	S	1,000	D	\$ 23.18	75,560	D ⁽²⁾
Common Shares	02/08/2017	S	2,200	D	\$ 23.19	73,360	D ⁽²⁾
Common Shares	02/08/2017	S	600	D	\$ 23.195	72,760	D ⁽²⁾
Common Shares	02/08/2017	S	200	D	\$ 23.1975	72,560	D ⁽²⁾

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.

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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)
Option to Purchase Common Shares ⁽³⁾	\$ 23.34	02/08/2017		A	82,500	12/31/2017 ⁽⁴⁾ 02/08/2027	Common Shares 82,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHOTTENSTEIN ROBERT H 3 EASTON OVAL COLUMBUS, OH 43219	X		Chairman, CEO & President	

Signatures

/s/Phillip G. Creek, attorney-in-fact for Robert H.
Schottenstein

02/10/2017

__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) These common shares were acquired by the reporting person upon the vesting of an equal number of performance share units on February 8, 2017 that were settled on a one for one basis in common shares.

The reporting person also indirectly owns 485,400 common shares as sole member of IES Family Holdings No. 2, LLC, an Ohio limited liability company. The spouse of the reporting person beneficially owns 10,000 common shares of which the reporting person disclaims beneficial ownership, and this report shall not be deemed as admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
 - (2) The reporting person also indirectly owns 485,400 common shares as sole member of IES Family Holdings No. 2, LLC, an Ohio limited liability company. The spouse of the reporting person beneficially owns 10,000 common shares of which the reporting person disclaims beneficial ownership, and this report shall not be deemed as admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
 - (3) The Option was granted pursuant to the M/I Homes, Inc. 2009 Long-Term Incentive Plan.
 - (4) Twenty percent (20%) of grant becomes exercisable on December 31 immediately following the date of grant and each of the first four anniversaries thereof.

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.