

PULTE HOMES INC/MI/
Form DEFA14A
May 13, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Pulte Homes, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

The following correspondence was sent on May 13, 2009 through electronic mail and via courier delivery to Investment Proxy Research, Fidelity Management and Research Company, an affiliate of which owns common stock of Pulte Homes, Inc. (the Company), with regard to amendments to the Company's 2004 Stock Incentive Plan.

May 13, 2009

Ms. Gina R. Caires

Investment Proxy Research

Fidelity Management and Research Company

One Spartan Way TS1E

Merrimack, New Hampshire 03054

Re: Amendments to Pulte Homes, Inc. 2004 Stock Incentive Plan

Dear Ms. Caires,

I understand that on May 12, 2009, you raised a matter with Mr. Roger Cregg, Executive Vice President and Chief Financial Officer of Pulte Homes, Inc. (the Company) on behalf of Fidelity Investments with respect to amendments to the Company's 2004 Stock Incentive Plan (the Plan) that are being submitted for shareholder approval at our 2009 Annual Meeting of Shareholders on May 14, 2009. Per your discussions with Mr. Cregg, I understand that you have identified specific features in the Plan that are inconsistent with the current proxy voting guidelines used by Fidelity Investments as they apply to equity grants.

I am writing to advise you that management of the Company has committed that during the next fiscal year it will recommend to the Board of Directors of the Company that the Plan be amended as provided below.

1. Subject to paragraph 3 below, full value awards under the Plan should require a minimum one-year vesting period for performance-based awards and a minimum three-year vesting period, with ratable vesting during the three year period, for awards that vest based solely on continued tenure with the Company.
2. Subject to paragraph 3 below, the Compensation Committee should not have the discretion to waive vesting periods for full value awards except in the case of a participant's death, disability, or retirement, or upon a Change of Control.
3. The provisions described in paragraphs 1 and 2 above should only apply to full value awards granted after the effective date of the amendment to the Plan and would not apply to 5% of the shares available for issuance under the Plan, not taking into account any awards granted under the Plan prior to the effective date of the amendment.

Ms. Gina R. Cairns

Fidelity Management and Research Company

May 13, 2009

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Please feel free to contact me with any comments or questions you may have.

Very truly yours,

/s/ Steven M. Cook

Steven M. Cook

Senior Vice President

General Counsel and Secretary