

Cone C. David
Form 4
October 06, 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 *
Cone C. David

2. Issuer Name and Ticker or Trading Symbol
Taylor Morrison Home Corp [TMHC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
4900 N. SCOTTSDALE ROAD,
SUITE 2000
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/04/2017

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

SCOTTSDALE, AZ 85251

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 Indirect Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price		
Class A Common Stock	10/04/2017		C ⁽¹⁾	20,000	A	\$ 0 ⁽²⁾	27,511	D	
Class A Common Stock	10/05/2017		S ⁽¹⁾	20,000	D	\$ 22.8284 ⁽³⁾	7,511	D	
Class A Common Stock							2,200	I	By C.D. Cone Trust

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

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(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. Amount or Number of Shares
Common Partnership Units and Class B Common Stock	(4)	10/04/2017		C(1)	20,000	(4) (5)	Class A Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cone C. David 4900 N. SCOTTSDALE ROAD, SUITE 2000 SCOTTSDALE, AZ 85251			Executive Vice President & CFO	

Signatures

/s/ C. David
Cone 10/06/2017

**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) This transaction was effected pursuant to a Rule 10b5-1 Plan entered into by the reporting person on August 10, 2017. Accordingly, the reporting person had no discretion with regard to the timing of the transaction.
Represents shares of Class A Common Stock ("Class A Shares") that were obtained upon exchange of an equal number of Common Partnership Units ("New TMM Units") of TMM Holdings II Limited Partnership along with an equal number of shares of Class B Common Stock ("Class B Shares").
- (2) Partnership Units ("New TMM Units") of TMM Holdings II Limited Partnership along with an equal number of shares of Class B Common Stock ("Class B Shares").

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- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$22.69 to \$22.91, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, to any security holder of Taylor Morrison Home Corporation, or to Taylor Morrison Home Corporation, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (3)

Pursuant to the terms of the Exchange Agreement, dated as of April 9, 2013, the reporting person may exchange all or a portion of his vested New TMM Units (along with an equal number of its Class B Shares) at any time for Class A Shares on a one-for-one basis.

- (4) Unvested New TMM Units (along with corresponding Class B Shares) vest in equal annual installments of 20% per year on each anniversary of the original date of grant of the interests that were exchanged for the New TMM Units, subject to the individual's continued employment or service through the applicable vesting date.

The New TMM Units do not expire and the reporting person is not required to pay an exercise price in connection with exchanges. Each

- (5) Class B Share provides the holder with one vote on all matters submitted to a vote of the issuer's stockholders but does not entitle the holder to any of the economic rights associated with the Class A Shares.

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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