

Sherman Darrell
Form 4
March 11, 2019

FORM 4

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

OMB APPROVAL

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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 *
Sherman Darrell

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

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CLO & Secretary

(Street)
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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	03/08/2019		A ⁽¹⁾	10,658	A \$ 0	149,302	D
Class A Common Stock	03/08/2019		F	3,139 ⁽²⁾	D \$ 16.79	146,163	D
Class A Common Stock	03/08/2019		A ⁽¹⁾	8,560	A \$ 0	154,723	D
Class A Common Stock	03/08/2019		F	2,521	D \$	152,202	D

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Common Stock (2) 16.79

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 Security (Instr. 3 and 4)
Performance-based restricted stock units	<u>(3)</u>	03/08/2019		M	4,258	<u>(3)</u> <u>(3)</u>	Class A Common Stock 4,258

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sherman Darrell
4900 N. SCOTTSDALE ROAD, SUITE 2000
SCOTTSDALE, AZ 85251

EVP, CLO & Secretary

Signatures

/s/ Darrell
Sherman 03/11/2019

**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).

Represents the vesting and settlement of performance-based vesting restricted stock units ("PSUs") granted by the Issuer on February 8, (1) 2016, under Issuer's 2013 Omnibus Equity Award Plan, as amended. Upon vesting, each PSU is settled in a share of the Issuer's Class A Common Stock.

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- (2) Represents shares of Class A Common Stock withheld by the Issuer to cover tax withholding obligations upon the vesting of PSUs.

On February 12, 2018, the reporting person received a grant of PSUs representing 7,299 shares of the Issuer's Class A Common Stock (at target). The PSUs cliff vest at the end of a three year performance cycle, generally subject to the reporting person's continued

- (3) employment through the applicable vesting date, with the number of PSUs earned and issued determined based on achievement of return on net asset performance objectives approved by the Issuer's compensation committee for each year of the performance cycle. The compensation committee determined that the objectives for the first tranche (2018) were achieved at a level resulting in 4,258 PSUs being earned by the reporting person on March 8, 2019, subject to satisfaction of the vesting conditions for such grant.

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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