

# TRI POINTE HOMES, INC.

Reported by  
**BAUER DOUGLAS F.**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/24/15 for the Period Ending 03/20/15

Address	19520 JAMBOREE ROAD, SUITE 200 IRVINE, CA 92612
Telephone	(949) 478-8600
CIK	0001561680
Symbol	TPH
SIC Code	1531 - Operative Builders
Industry	Construction Services
Sector	Capital Goods
Fiscal Year	12/31

# FORM 4

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

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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  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Bauer Douglas F.</b>			<b>TRI Pointe Homes, Inc. [ TPH ]</b>			<input type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>TRI POINTE HOMES, INC., 19540 JAMBOREE ROAD, SUITE 300</b>			<b>3/20/2015</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>IRVINE, CA 92612</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock	3/20/2015		S (1)		38855 (2)	D	\$15.25 (3)	56399	I	By BMG Homes, Inc.
Common Stock	3/23/2015		S (1)		28605 (2)	D	\$15.15 (4)	27794	I	By BMG Homes, Inc.
Common Stock	3/24/2015		S (1)		27794 (2)	D	\$15.25 (5)	0	I	By BMG Homes, Inc.

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- The sale of the shares reported in this Form 4 was effected pursuant to a Rule 10b5-1 plan entered into by BMG Homes, Inc., effective March 6, 2015.
- Represents reporting person's pro rata interest in shares of the Issuer sold by BMG Homes, Inc., a corporation in which the reporting person is a minority shareholder.
- The sales price is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$15.05 to \$15.45, inclusive. The reporting person undertakes to provide TRI Pointe Homes, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- The sales price is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$15.07 to \$15.25, inclusive. The reporting person undertakes to provide TRI Pointe Homes, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- The sales price is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$15.00 to \$15.38, inclusive. The reporting person undertakes to provide TRI Pointe Homes, Inc., or the staff of the Securities and Exchange Commission,

upon request, full information regarding the number of shares sold at each separate price within the range.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Bauer Douglas F. TRI POINTE HOMES, INC. 19540 JAMBOREE ROAD, SUITE 300 IRVINE, CA 92612</b>	<b>X</b>		<b>Chief Executive Officer</b>	

### Signatures

/s/Michael D. Grubbs, attorney-in-fact

3/24/2015

\*\* Signature of Reporting Person

Date

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

\* 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).

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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