

TRI POINTE HOMES, INC.

Reported by
WARREN ANDREW P.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/09/15 for the Period Ending 03/05/15

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|-------------|--|
| 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**

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

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person * Warren Andrew P. (Last) (First) (Middle) C/O TRI POINTE HOMES, INC., 19540 JAMBOREE ROAD, SUITE 300 (Street) IRVINE, CA 92612 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol TRI Pointe Homes, Inc. [TPH] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/5/2015</p> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President of Maracay Homes |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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) | | | | |
| Common Stock | 3/5/2015 | | A | (1) | 17635 | A | \$14.97 | 40850 | D | |

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 | | | | |

Explanation of Responses:

(1) Represents a grant of 17,635 restricted stock units. The restricted stock units, which vest ratably over three years, are to be settled for an equal number of shares of common stock upon vesting.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Warren Andrew P. C/O TRI POINTE HOMES, INC. 19540 JAMBOREE ROAD, SUITE 300 IRVINE, CA 92612 | | | President of Maracay Homes | |

Signatures

/s/Glenn J. Keeler, attorney-in-fact

3/9/2015

** 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.

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.