

TRI POINTE HOMES, INC.

Reported by
STERNLICHT BARRY S

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/07/14 for the Period Ending 08/05/14

Address	19520 JAMBOREE ROAD, SUITE 200 IRVINE, CA 92612
Telephone	(949) 478-8600
CIK	0001561680
Symbol	TPH
Fiscal Year	12/31

FORM 4

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

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

1. Name and Address of Reporting Person * STERNLICHT BARRY S <small>(Last) (First) (Middle)</small> C/O TRI POINTE HOMES, INC., 19520 JAMBOREE ROAD, SUITE 200 <small>(Street)</small> IRVINE, CA 92612 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol TRI Pointe Homes, Inc. [TPH] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/5/2014</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
4. If Amendment, Date Original Filed (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)	Price			
Common Stock	8/5/2014		A	(1)	7650	A	\$0.00	7650	D	
Common Stock								11985905	I	See Note (2)

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:

- (1) Represents a grant of 7,650 restricted stock units. The restricted stock units, which vest on May 1, 2015, are to be settled for an equal number of shares of common stock upon vesting.
- (2) The shares are held by VIII/TPC Holdings, L.L.C. VIII/TPC Holdings, L.L.C. is a wholly-owned subsidiary of a private equity fund that is managed by an owned affiliate of Starwood Capital Group Global, L.P. Mr. Sternlicht is the controlling partner of Starwood Capital Group, and may be deemed to share voting power and investment control over the shares of common stock held by VIII/TPC Holdings, L.L.C. Mr. Sternlicht disclaims beneficial ownership of the shares of common stock held by VIII/TPC Holdings, L.L.C. except to the extent of any pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STERNLICHT BARRY S C/O TRI POINTE HOMES, INC. 19520 JAMBOREE ROAD, SUITE 200	X	X		

Signatures

/s/ Barry S. Sternlicht

8/6/2014

** 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.