

# TRI POINTE HOMES, INC.

Reported by  
**BAUER DOUGLAS F.**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/19/13 for the Period Ending 02/14/13

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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## 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

<b>1. Name and Address of Reporting Person *</b>  <b>Bauer Douglas F.</b>  (Last) (First) (Middle)  <b>C/O TRI POINTE HOMES, INC., 19520 JAMBOREE ROAD, SUITE 200</b>  (Street)  <b>IRVINE, CA 92612</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>TRI Pointe Homes, Inc. [ TPH ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/14/2013</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</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> <p align="center"><b>CHIEF EXECUTIVE OFFICER</b></p>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  _____		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <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	2/14/2013		J (1)		105784 (1)	A	(1)	921755	D	
Common Stock	2/14/2013		J (1)		2548 (1)	D	(1)	151629	I	By The Bauer Revocable Trust
Common Stock	2/14/2013		J (1)		1600 (1)	D	(1)	95254	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				

**Explanation of Responses:**

(1) The number of shares of common stock owned by the reporting person as a result of the conversion of TRI Pointe Homes, Inc. (the "Issuer") was adjusted following the completion of the initial public offering (the "IPO") of the Issuer based upon the average closing price of the shares of common stock of the Issuer on the New York Stock Exchange for the ten trading days following the IPO, pursuant to the terms of the Issuer's Plan of Conversion.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Bauer Douglas F. C/O TRI POINTE HOMES, INC. 19520 JAMBOREE ROAD, SUITE 200</b>	<b>X</b>		<b>CHIEF EXECUTIVE OFFICER</b>	

IRVINE, CA 92612				
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**Signatures**

/s/ Douglas F. Bauer

2/19/2013

\*\* 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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