

Palmer Sheryl
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 *
Palmer Sheryl

2. Issuer Name and Ticker or Trading Symbol
Taylor Morrison Home Corp [TMHC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

(Last) (First) (Middle)
4900 N. SCOTTSDALE ROAD,
SUITE 2000

(Street)

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

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	03/08/2019		A ⁽¹⁾		72,788	A	\$ 0
Class A Common Stock	03/08/2019		F		32,355 ⁽²⁾	D	\$ 16.79
Class A Common Stock	03/08/2019		A ⁽¹⁾		58,463	A	\$ 0
Class A Common Stock	03/08/2019		F		25,987	D	\$ 655,455

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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	24,469	<u>(3)</u> <u>(3)</u>	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Palmer Sheryl 4900 N. SCOTTSDALE ROAD, SUITE 2000 SCOTTSDALE, AZ 85251	X		Chairman, President and CEO	

Signatures

/s/ Sheryl Palmer 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).
 - (1) Represents the vesting and settlement of performance-based vesting restricted stock units ("PSUs") granted by the Issuer on February 8, 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.
 - (2) Represents shares of Class A Common Stock withheld by the Issuer to cover tax withholding obligations upon the vesting of PSUs.

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- (3) On February 12, 2018, the reporting person received a grant of PSUs representing 41,946 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 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 24,469 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.