PULTE WILLIAM J
Form 4
August 24, 2011

FORM 4

OMB APPROVAL

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

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, 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 *
PULTE WILLIAM J

(Last) (First) (Middle)

8111 BAY COLONY DRIVE, #2001

(Street)

NAPLES, FL 34108

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PULTEGROUP INC/MI/ [PHM]

3. Date of Earliest Transaction (Month/Day/Year)
08/19/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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. 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			

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

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SEC 1474 (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. U (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	T
Forward sale contract (obligation to sell)	(1) (2) (3)	08/19/2011		J/K(1)(2)(3)		5,999,990		01/11/2013	01/11/2013	C

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PULTE WILLIAM J 8111 BAY COLONY DRIVE #2001 NAPLES, FL 34108		X		

Signatures

/s/ WILLIAM J. PULTE	08/23/2011
**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) On August 19, 2011, the reporting person entered into a prepaid variable forward sale contract with an unaffiliated third party buyer. This contract obligates the reporting person to deliver to the buyer up to 5,999,990 shares of PulteGroup, Inc. ("PHM") common stock (or, at the reporting person's election, an equivalent amount of cash based on the market price of PHM common stock at that time) ratably over a six-day period consisting of January 11, 14, 15, 16, 17 and 18, 2013 (each, a "Maturity Date"). In exchange for assuming this obligation, the reporting person received a cash payment of $19,751,106.08. The reporting person pledged 5,999,990 shares of PHM common stock (the "Pledged Shares") to secure his obligations under the contract, and retained voting rights in the Pledged Shares during the term of the pledge.

(2) The contract provided that the number of shares of PHM common stock to be delivered to the buyer with respect to each Maturity Date is to be determined as follows: (a) if the closing price of PHM common stock on such Maturity Date (the "Settlement Price") is less than or equal to $4.1407 (the "Floor Price"), the reporting person will deliver to the buyer the ratable portion of the Pledged Shares to be delivered with respect to each Maturity Date (each ratable portion, the "Number of Shares"). The Number of Shares shall be (i) 999,998 shares on each of January 11, 14, 15 and 16, 2013 and (ii) 999,999 on each of January 17 and 18, 2013; (b) if the Settlement Price is greater than the Floor Price and less than or equal to $6.2111 (the "Cap Price"), the reporting person will deliver to the buyer a number of shares

(3) of PHM common stock equal to the applicable Number of Shares multiplied by a fraction, the numerator of which is the Floor Price and the denominator of which is the Settlement Price; and (c) if the Settlement Price is greater than the Cap Price, the reporting person will deliver to the buyer the number of shares of PHM common stock equal to the applicable Number of Shares multiplied by a fraction, the numerator of which is the Floor Price plus the excess of the Settlement Price over the Cap Price, and the denominator of which is the Settlement Price.

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.