

AV Homes, Inc.
Form 4
February 05, 2016

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, 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 *
MULAC JOSEPH CARL III

(Last) (First) (Middle)
8601 N. SCOTTSDALE ROAD, SUITE 225
(Street)

SCOTTSDALE, AZ 85253

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AV Homes, Inc. [AVHI]

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/03/2016 | | D ⁽¹⁾ | 210 | D \$ 0 | 109,702 | D |
| Common Stock | 02/03/2016 | | F ⁽²⁾ | 1,450 | D \$ 10.04 | 108,252 | D |
| Common Stock | 02/03/2016 | | A | 44,786 ⁽³⁾ | A \$ 0 | 153,038 | D |

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

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number.

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MULAC JOSEPH CARL III 8601 N. SCOTTSDALE ROAD SUITE 225 SCOTTSDALE, AZ 85253 | | | Executive Vice President | |

Signatures

/s/ Gary Shullaw, attorney-in-fact for Joseph Carl Mulac
Date: 02/05/2016

__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) This disposition represents shares cancelled by the Issuer in connection with the March 21, 2013 grant of restricted shares to the Reporting Person. On February 3, 2016 certain of those units vested based on the achievement of certain performance goals. The shares which were eligible to vest, but did not vest, were forfeited.
 - (2) This disposition reflects shares withheld by the Issuer in connection with the March 21, 2013 restricted share award to the Reporting Person. On February 3, 2016 certain of those units vested based on the achievement of certain performance goals. These shares were withheld to satisfy the Reporting Person's withholding obligations for taxes.
 - (3) Reflects the grant of 26,872 shares of performance-based restricted stock that will vest on December 31, 2019 based on achievement of certain total shareholder return goals and 17,914 shares of time-based restricted stock that will in 25% increments on December 31 of each of 2016, 2017, 2018 and 2019.

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.