

American Homes 4 Rent
Form 4
March 10, 2015

FORM 4

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUGHES B WAYNE ET AL

(Last) (First) (Middle)

30601 AGOURA ROAD, SUITE
200

(Street)

AGOURA HILLS, CA 91301

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

American Homes 4 Rent [AMH]

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

03/06/2015

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)

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)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Shares	03/06/2015		P		328,479	A	\$ 16.1498 ⁽¹⁾	1,338,479 ⁽⁵⁾	I See Footnote ⁽⁴⁾
Class A Common Shares	03/09/2015		P		302,321	A	\$ 16.3018 ⁽²⁾	1,640,800 ⁽⁵⁾	I See Footnote ⁽⁴⁾
Class A Common Shares	03/10/2015		P		213,330	A	\$ 16.2846 ⁽³⁾	1,854,130 ⁽⁵⁾	I See Footnote ⁽⁴⁾

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				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
HUGHES B WAYNE ET AL 30601 AGOURA ROAD, SUITE 200 AGOURA HILLS, CA 91301	X

Signatures

/s/ David
Goldberg 03/10/2015

**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 weighted average price. Shares were sold at prices ranging between \$16.00 and \$16.28. Full information regarding the number of shares at each price will be provided by the reporting person upon request by the staff of the Securities Exchange Commission, the issuer or a security holder of the issuer.

(2) Represents weighted average price. Shares were sold at prices ranging between \$16.19 and \$16.44. Full information regarding the number of shares at each price will be provided by the reporting person upon request by the staff of the Securities Exchange Commission, the issuer or a security holder of the issuer.

(3) Represents weighted average price. Shares were sold at prices ranging between \$16.181 and \$16.37. Full information regarding the number of shares at each price will be provided by the reporting person upon request by the staff of the Securities Exchange Commission, the issuer or a security holder of the issuer.

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(4) By B.W. Hughes Living Trust.

Does not include any shares held by American Homes 4 Rent, LLC ("AH LLC"), HF Investments 2010, LLC, which is comprised of trusts established by Mr. Hughes for certain of his heirs, owns approximately 88.66% of AH LLC. AH LLC holds 6,860,783 Class A

- (5) common shares of American Homes 4 Rent (the "Company"), 635,075 Class B common shares of the Company, and units issued by the Company's operating partnership, including 14,440,670 Class A units, 31,085,974 Series C units, 4,375,000 Series E units. Mr Hughes disclaims beneficial ownership of any securities held by HF Investments 2010, LLC or AH LLC.

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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