

LGI Homes, Inc.
 Form 4
 November 08, 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 *
 Britton Margaret Mary

(Last) (First) (Middle)
 1450 LAKE ROBBINS DRIVE,
 SUITE 430
 (Street)

THE WOODLANDS, TX 77380
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 LGI Homes, Inc. [LGIH]

3. Date of Earliest Transaction (Month/Day/Year)
 11/07/2016

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)
 CAO and Secretary

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 \$			
Common Stock	09/30/2016		A ⁽¹⁾	V 514 A 31.31 ⁽²⁾ 25,612	D		
Common Stock	11/07/2016		M	1,500 A \$ 0 ⁽³⁾ 27,112	D		
Common Stock	11/07/2016		F	411 D \$ 0 ⁽³⁾ 26,701	D		
Common Stock					3,409	I	By Cogan Joint Revocable Trust ⁽⁴⁾

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Common Stock 3,570 I By Mom ⁽⁴⁾

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

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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 or Value of Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date			
				Code	V	(A)	(D)	Title	Amount or Number of Shares	
Restricted Stock Units	⁽³⁾	11/07/2016		M		1,500	⁽⁵⁾	⁽⁵⁾	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Britton Margaret Mary 1450 LAKE ROBBINS DRIVE, SUITE 430 THE WOODLANDS, TX 77380			CAO and Secretary	

Signatures

/s/ Margaret Mary 11/07/2016
 Britton
****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) The reporting person is voluntarily reporting the acquisition of the issuee's common stock pursuant to the LGI Homes, Inc. Employee Stock Purchase Program ("ESPP"), for the ESPP purchase period of July 1, 2016 through September 30, 2016.

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- (2) In accordance with the ESPP, these shares were purchased based on 85% of the closing stock price September 30, 2016, the last trading day of the purchase period.
- (3) Restricted stock units convert into LGI Homes, Inc. common stock on a one-for-one basis.
- (4) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (5) In November 2013, the reporting person was granted 4,545 restricted stock units, which vested in three annual installments beginning on November 6, 2014.

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.