

AV Homes, Inc.
Form 4
February 06, 2015

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 *
CREGG ROGER A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/04/2015

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

President and CEO

(Street)

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

SCOTTSDALE, AZ 85253

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/04/2015		P ⁽¹⁾		5,983 A \$ 15.6335 ⁽³⁾	D	
Common Stock	02/04/2015		P ⁽¹⁾		100 A \$ 16.21	D	
Common Stock	02/04/2015		D ⁽²⁾		196 D \$ 0	D	
Common Stock	02/05/2015		P ⁽¹⁾		1,600 A \$ 15.4541 ⁽⁴⁾	D	
	02/06/2015		P ⁽¹⁾		2,317 A	D	228,887

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Common Stock \$ 15.072
(5)

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CREGG ROGER A 8601 N. SCOTTSDALE RD. SUITE 225 SCOTTSDALE, AZ 85253	X		President and CEO	

Signatures

/s/ Gary Shullaw, attorney-in-fact for Roger A. Cregg 02/06/2015
 **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) Purchases effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 24, 2014.
 This disposition represents shares cancelled by the Issuer in connection with the December 3, 2012 grant of restricted shares to the
- (2) Reporting Person. On February 4, 2015 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.

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- (3) Reflects the weighted average price of 5,983 shares of common stock of AV Homes, Inc. purchased by the reporting person in multiple transactions on February 4, 2015 with purchase prices ranging from \$15.18 to \$16.16 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- (4) Reflects the weighted average price of 1,600 shares of common stock of AV Homes, Inc. purchased by the reporting person in multiple transactions on February 5, 2015 with purchase prices ranging from \$15.35 to \$15.64 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- (5) Reflects the weighted average price of 2,317 shares of common stock of AV Homes, Inc. purchased by the reporting person in multiple transactions on February 4, 2015 with purchase prices ranging from \$14.82 to \$15.27 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

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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