

LENNAR CORP /NEW/  
Form S-8  
February 01, 2012

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**LENNAR CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

700 Northwest 107<sup>th</sup> Avenue

**95-4337490**  
(I.R.S. Employer  
Identification No.)

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Miami, Florida 33172

(Address of Principal Executive Offices) (Zip Code)

**LENNAR CORPORATION 2007 EQUITY INCENTIVE PLAN**

(Full Title of the Plan)

**MARK SUSTANA**

**Lennar Corporation**

**700 Northwest 107<sup>th</sup> Avenue**

**Miami, Florida 33172**

(Name and address of agent for service)

Telephone number, including area code, of agent for service: (305) 559-4000

*Copies to:*

**DAVID W. BERNSTEIN, ESQ.**

**K&L Gates LLP**

**599 Lexington Avenue**

**New York, New York 10022**

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price</b>	<b>Proposed Maximum Aggregate Offering Price<sup>(1)</sup></b>	<b>Amount of Registration Fee<sup>(1)</sup></b>
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		Per Share <sup>(1)</sup>		
Class A or Class B common stock, par value \$0.10 per share	5,000,000 shs.	\$22.60	\$113,000,000	\$12,950

- (1) Estimated solely for the purpose of calculating the registration fee, pursuant to Rule 457(c), on the basis of the average of the high and low prices of the Class A Common Stock reported on the New York Stock Exchange Composite Tape on January 25, 2012.

**The prospectus included in this registration statement also applies to the shares which are the subject of registration statements Nos. 333-105019 and 333-70212.**

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

This Registration Statement is being filed with respect to the registration of additional shares of the same classes as the classes of shares for which Registration Statement File No. 333-142732 was filed on Form S-8. As permitted by General Instruction E to Form S-8, the contents of Registration Statement File No. 333-142732 are incorporated by reference in this Registration Statement.

**PROSPECTUS FOR REALES**

In accordance with General Instruction E to Form S-8, this Registration Statement is deemed to include the reoffer prospectus that was included in Registration Statement File No. 333-142732.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. Exhibits.

The following documents are filed with the registration statement:

<b>Exhibit Number</b>	<b>Description</b>
Exhibit 5.	Opinion of K&L Gates LLP
Exhibit 23.1.	K&L Gates LLP (counsel) included in Exhibit 5
Exhibit 23.2.	Deloitte & Touche LLP (independent registered public accounting firm)
Exhibit 24.	Power of Attorney on signature pages.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Miami and State of Florida on this 31st day of January, 2012.

LENNAR CORPORATION

By: /s/ Stuart A. Miller  
 Stuart A. Miller  
 Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Stuart A. Miller, Bruce E. Gross, Mark Sustana and Diane J. Bessette his or her true and lawful attorney-in-fact and agent, with full powers of substitution to sign for him or her and in his or her name any or all amendments (including post-effective amendments) to the registration statement to which this power of attorney is attached.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title(s)</b>	<b>Date</b>
/s/ Stuart A. Miller	Chief Executive Officer, and Director	January 31, 2012
Stuart A. Miller	(Principal Executive Officer)	
/s/ Bruce E. Gross	Vice President and Chief Financial Officer	January 31, 2012
Bruce E. Gross	(Principal Financial Officer)	
/s/ David Collins	Controller	January 31, 2012
David Collins	(Principal Accounting Officer)	
/s/ Irving Bolotin	Director	January 31, 2012
Irving Bolotin		
/s/ Steven L. Gerard	Director	January 31, 2012
Steven L. Gerard		
/s/ Theron I. Gilliam, Jr.	Director	January 31, 2012
Theron I. Gilliam, Jr.		
/s/ Sherrill W. Hudson	Director	January 31, 2012
Sherrill W. Hudson		
/s/ Kirk Landon	Director	January 31, 2012

R. Kirk Landon

/s/ Sidney Lapidus	Director	January 31, 2012
Sidney Lapidus		
/s/ Donna Shalala	Director	January 31, 2012
Donna Shalala		
/s/ Jeffrey Sonnenfeld	Director	January 31, 2012
Jeffrey Sonnenfeld		



**EXHIBIT INDEX**

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