

BAUER DOUGLAS F.  
Form 4  
May 30, 2018

**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 \*  
BAUER DOUGLAS F.

2. Issuer Name and Ticker or Trading Symbol  
TRI Pointe Group, Inc. [TPH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)  
C/O TRI POINTE GROUP,  
INC., 19540 JAMBOREE ROAD,  
SUITE 300  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/25/2018

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

IRVINE, CA 92612

(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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	05/25/2018		S <sup>(1)</sup>	3,900 D	\$ 17.75	830,081	I	See Note <u>(2)</u>
Common Stock	05/29/2018		S <sup>(3)</sup>	54,856 D	\$ 17.65	775,225	I	See Note <u>(2)</u>
Common Stock	05/30/2018		S <sup>(1)</sup>	12,826 D	\$ 17.77	762,399	I	See Note <u>(2)</u>
Common Stock						168,479	D	

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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 (Instr. 3 and 4)
				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
BAUER DOUGLAS F. C/O TRI POINTE GROUP, INC. 19540 JAMBOREE ROAD, SUITE 300 IRVINE, CA 92612	X		Chief Executive Officer	

## Signatures

/s/ Glenn J. Keeler,  
attorney-in-fact

05/30/2018

\_\_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 sale of these shares was effected pursuant to a Rule 10b5-1 plan entered into by the reporting person effective November 9, 2017.
  - (2) By The Bauer Revocable Trust.
  - (3) Of the 54,856 shares sold on May 29, 2018, the sale of 23,746 shares was effected pursuant to a Rule 10b5-1 plan entered into by the reporting person effective November 9, 2017.  
  
The sales price is a weighted average price. The shares were sold in multiple transactions ranging from \$17.50 to \$17.77, inclusive. The
  - (4) reporting person undertakes to provide TRI Pointe Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

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The sales price is a weighted average price. The shares were sold in multiple transactions ranging from \$17.75 to \$17.86, inclusive. The (5) reporting person undertakes to provide TRI Pointe Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

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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