

M I HOMES INC
Form 4
May 10, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
SCHOTTENSTEIN ROBERT H

(Last) (First) (Middle)

3 EASTON OVAL

(Street)

COLUMBUS, OH 43219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
M I HOMES INC [MHO]

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2012

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)
Chairman, CEO & President

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------------|---|-----------------------------|
| Common Shares | 02/09/2012 | | G | V | 40,000 | D | \$ 0 | 585,400 ⁽¹⁾ | I | See footnote ⁽²⁾ |

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)

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| 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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option to Purchase Common Shares ⁽³⁾ | \$ 12.23 | 05/08/2012 ⁽⁴⁾ | | A | 37,500 | 12/31/2012 ⁽⁵⁾ 02/08/2022 | Common Shares | 37,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHOTTENSTEIN ROBERT H 3 EASTON OVAL COLUMBUS, OH 43219 | X | | Chairman, CEO & President | |

Signatures

Phillip G. Creek, attorney-in-fact for Robert H. Schottenstein

05/10/2012

__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).
- The reporting person also directly beneficially owns 628 Common Shares. The spouse of the reporting person beneficially owns 10,000
- (1) Common Shares, which the reporting person disclaims beneficial ownership of and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
 - (2) These Common Shares are beneficially owned by IES Family Holdings No. 2, LLC, an Ohio limited liability company, and Robert H. Schottenstein is the sole manager of the IES Family Holdings No. 2, LLC.
 - (3) The Option was granted pursuant to the M/I Homes, Inc. 2009 Long-Term Incentive Plan.
- The Option grant was approved by the Compensation committee of the Board of Directors of M/I Homes, Inc. on February 8, 2012,
- (4) subject to shareholder approval of an amendment to the M/I Homes, Inc. 2009 Long-Term Incentive Plan to increase the number of shares available for grant thereunder. M/I Homes, Inc.'s shareholders approved the amendment on May 8, 2012.
 - (5) Twenty percent (20%) of grant becomes exercisable on December 31 immediately following the date of grant and each of the first four anniversaries thereof.

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.