

HOME PROPERTIES INC  
Form 4  
October 07, 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 \*  
GARDNER DAVID P

(Last) (First) (Middle)

HOME PROPERTIES, INC., 850  
CLINTON SQUARE

(Street)

ROCHESTER, NY 14604

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HOME PROPERTIES INC [HME]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/30/2015

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)  
EVP, CFO

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, par value \$.01	09/30/2015		G	V	13,505	D	\$ 0
Common Stock, par value \$.01	10/07/2015		A		<u>34,750</u> <sup>(1)</sup>	A	\$ 0
Common Stock, par value \$.01	10/07/2015		D		<u>115,675</u> <sup>(2)</sup>	D	\$ 75.23
Units of Home	10/07/2015		D		2,871	D	\$ 0
							<u>75.23</u> <sup>(3)</sup>

Properites,  
L.P.(3)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 51.06	10/07/2015		D	25,000	<u>(4)</u> 05/04/2016		common stock	25,000
Employee Stock Options	\$ 55.5	10/07/2015		D	30,486	<u>(4)</u> 05/01/2017		common stock	30,486
Employee Stock Options	\$ 52.56	10/07/2015		D	38,514	<u>(4)</u> 05/01/2018		common stock	38,514
Employee Stock Options	\$ 33.9	10/07/2015		D	47,552	<u>(4)</u> 05/11/2019		common stock	47,552
Employee Stock Options	\$ 49.35	10/07/2015		D	30,374	<u>(4)</u> 05/11/2020		common stock	30,374
Employee Stock Options	\$ 62.09	10/07/2015		D	16,017	<u>(4)</u> 05/10/2021		common stock	16,017
Employee Stock Options	\$ 63.69	10/07/2015		D	21,459	<u>(4)</u> 05/08/2022		common stock	21,459

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARDNER DAVID P HOME PROPERTIES, INC. 850 CLINTON SQUARE ROCHESTER, NY 14604			EVP, CFO	

## Signatures

/s/ David P. Gardner, By Ann M. McComrick,  
attorney-in-fact

10/07/2015

\_\_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) Represents shares received for no consideration that were earned based on the achievement of certain performance measures.
- (2) Includes common shares, restricted shares and restricted stock units, including those earned pursuant to performance-based measures.
- (3) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$75.23 in cash per share.
- (4) Options were fully vested.  
Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$24.17 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$75.23.
- (5) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$19.73 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$75.23.
- (6) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$22.67 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$75.23.
- (7) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$41.33 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$75.23.
- (8) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$25.88 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$75.23.
- (9) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$13.14 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$75.23.
- (10) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$11.54 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$75.23.
- (11) Disposed of pursuant to the merger of Home Properties, Inc. with and into an affiliate of Lone Star Real Estate Fund IV (U.S.), L.P. in exchange for the right to receive \$11.54 per share underlying the stock options, representing the spread between the exercise price and the merger price of \$75.23.

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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