

KB HOME

Form 4

November 12, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOLLINGER WILLIAM R

(Last) (First) (Middle)

**C/O KB HOME, 10990 WILSHIRE
BOULEVARD, 7TH FLOOR**

(Street)

LOS ANGELES, CA 90024

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
KB HOME [KBH]

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP&Chief Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and A Underlying S (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Stock Appreciation Rights	\$ 36.19	11/09/2010	D			25,662	<u>(1)</u>	07/12/2017	Common Stock	
Non-Qualified Stock Options (Right to Buy)	\$ 36.19	11/09/2010	A		25,662		<u>(1)</u>	07/12/2017	Common Stock	
Stock Appreciation Rights	\$ 28.1	11/09/2010	D			36,885	<u>(2)</u>	10/04/2017	Common Stock	
Non-Qualified Stock Options (Right to Buy)	\$ 28.1	11/09/2010	A		36,885		<u>(2)</u>	10/04/2017	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLLINGER WILLIAM R C/O KB HOME 10990 WILSHIRE BOULEVARD, 7TH FLOOR LOS ANGELES, CA 90024			SVP&Chief Accounting Officer	

Signatures

Tony Richelieu, Attorney-in-Fact for William R.
Hollinger

11/12/2010

 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) On November 9, 2010, the issuer canceled, pursuant to an exchange offer, the cash-settled stock appreciation rights (SARs) reported in Table II. In exchange, the issuer granted to the reporting person an equal number of non-qualified options to purchase shares of the issuer's common stock. The stock options granted to the reporting person have the same term, vesting schedule and exercise price as the canceled SARs. The SARs were originally granted to the reporting person on July 12, 2007 and vested in full on July 12, 2010.

(2) On November 9, 2010, the issuer canceled, pursuant to an exchange offer, the cash-settled stock appreciation rights (SARs) reported in Table II. In exchange, the issuer granted to the reporting person an equal number of non-qualified options to purchase shares of the issuer's common stock. The stock options granted to the reporting person have the same term, vesting schedule and exercise price as the canceled SARs. The SARs were originally granted to the reporting person on October 4, 2007 and vested in full on October 4, 2010.

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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