

UNIVERSAL INSURANCE HOLDINGS, INC.
 Form 4
 January 10, 2017

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 *
 Springer Jon

2. Issuer Name and Ticker or Trading Symbol
 UNIVERSAL INSURANCE HOLDINGS, INC. [UVE]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1110 WEST COMMERCIAL BOULEVARD, SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/09/2017

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 President and CRO

FORT LAUDERDALE, FL 33309

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

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

(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)
Common Stock	01/09/2017		M	(A) or (D) A	28,761 (1) (2) 368,889	D	
Common Stock	01/09/2017		F	(A) or (D) D	9,835 (3) \$ 28.75 359,054	D	

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)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Performance Share Units	<u>(1)</u>	01/09/2017		A	43,141	<u>(1)</u> <u>(1)</u>	Common Stock	43,141
Performance Share Units	<u>(1)</u> <u>(2)</u>	01/09/2017		M	28,761	<u>(1)(2)</u> <u>(1)(2)</u>	Common Stock	28,761

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Springer Jon 1110 WEST COMMERCIAL BOULEVARD SUITE 100 FORT LAUDERDALE, FL 33309			President and CRO	

Signatures

/s/ Jon Springer 01/10/2017

 **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).

These performance share units ("PSUs") were granted on January 1, 2016, but were conditional upon the Issuer meeting certain growth performance goals for the 2016 calendar year. On January 9, 2017, the Compensation Committee of the Issuer's Board of Directors

- (1) confirmed that the Issuer met the performance goals for the 2016 calendar year. Each PSU represents the right to receive one share of Common Stock upon vesting. The PSUs vest as follows, subject to continued employment by the reporting person through the applicable vesting date: (a) two-thirds vest on January 1, 2017, (b) one-sixth vest on January 1, 2018, and (c) one-sixth vest on January 1, 2019.
- (2) Upon the Compensation Committee confirming that the Issuer met the performance goals for the 2016 calendar year, the two-thirds of the PSUs that had vested on January 1, 2017 were settled in shares of Common Stock.
- (3) These shares of Common Stock were withheld to satisfy the tax withholding obligation in connection with the settlement of vested PSUs into shares of Common Stock on January 9, 2017.

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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