

LENNAR CORP /NEW/
Form 4
October 28, 2008

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 *
GROSS BRUCE E

2. Issuer Name and Ticker or Trading Symbol
**LENNAR CORP /NEW/
[LEN,LEN.B]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

700 NW 107TH AVENUE, SUITE 400

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/28/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President/CFO

MIAMI, FL 33172

(City) (State) (Zip)

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

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock					314,328	D	
Class A Common Stock					5,211	I	By Trust
Class B Common Stock	10/28/2008		P		10,000	A	\$ 4.25 49,433
Class B Common Stock	10/28/2008		P		2,630	A	\$ 4.1 52,063

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Common Stock								
Class B Common Stock	10/28/2008	P	1,700	A	\$ 4.07	53,763		D
Class B Common Stock	10/28/2008	P	800	A	\$ 4.03	54,563		D
Class B Common Stock	10/28/2008	P	300	A	\$ 3.97	54,863		D
Class B Common Stock	10/28/2008	P	300	A	\$ 3.96	55,163		D
Class B Common Stock	10/28/2008	P	1,300	A	\$ 3.89	56,463		D
Class B Common Stock	10/28/2008	P	400	A	\$ 3.86	56,863		D
Class B Common Stock	10/28/2008	P	1,300	A	\$ 3.81	58,163		D
Class B Common Stock	10/28/2008	P	2,200	A	\$ 3.72	60,363		D
Class B Common Stock	10/28/2008	P	1,370	A	\$ 3.66	61,733		D
Class B Common Stock	10/28/2008	P	1,890	A	\$ 3.65	63,623		D
Class B Common Stock	10/28/2008	P	810	A	\$ 3.64	64,433		D
Class B Common Stock	10/28/2008	P	1,500	A	\$ 3.6	65,933		D
Class B Common Stock	10/28/2008	P	1,100	A	\$ 3.59	67,033		D
Class B Common Stock	10/28/2008	P	1,500	A	\$ 3.58	68,533		D

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Class B Common Stock	10/28/2008		P	300	A	\$ 3.57	68,833	D
Class B Common Stock	10/28/2008		P	900	A	\$ 3.55	69,733	D
Class B Common Stock	10/28/2008		P	900	A	\$ 3.54	70,633	D
Class B Common Stock	10/28/2008		P	600	A	\$ 3.52	71,233	D
Class B Common Stock	10/28/2008		P	1,100	A	\$ 3.51	72,333	D

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.32					03/06/2005	03/06/2011	Class A Common Stock	11,498
Stock Option (Right to Buy)	\$ 26.32					01/25/2006	01/25/2012	Class A Common Stock	18,000
Stock Option	\$ 46.42					12/17/2004 ⁽¹⁾	12/17/2008	Class A Common	100,000

(Right to Buy)					Stock	
Stock Option (Right to Buy)	\$ 55	12/16/2005 ⁽¹⁾	12/16/2009	Class A Common Stock	50,000	
Stock Option (Right to Buy)	\$ 62.675	01/05/2007 ⁽¹⁾	01/05/2011	Class A Common Stock	50,000	
Stock Option (Right to Buy)	\$ 13.54	07/23/2009 ⁽²⁾	07/23/2013	Class A Common Stock	250,000	
Stock Option (Right to Acquire)	\$ 0	03/06/2005	03/06/2011	Class B Common Stock	1,149 ⁽³⁾	
Stock Option (Right to Acquire)	\$ 0	01/25/2006	01/25/2012	Class B Common Stock	1,800 ⁽³⁾	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROSS BRUCE E 700 NW 107TH AVENUE SUITE 400 MIAMI, FL 33172			Vice President/CFO	

Signatures

Bruce E. Gross 10/28/2008

**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) Stock options granted become exercisable in four annual installments. 10% of the stock options become exercisable on the first anniversary of the grant date and 30% of the stock options become exercisable on each of the next three anniversaries of the grant date.
- (2) These stock options become exercisable in installments of 25% on each of the first four anniversaries of the grant date.
- (3) Represents shares of Class B Common Stock to be issued upon the exercise of certain options to purchase Class A Common Stock

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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