

Schoels Peter  
Form 4  
May 21, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Schoels Peter

2. Issuer Name and Ticker or Trading Symbol  
STANDARD PACIFIC CORP /DE/ [SPF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/20/2013

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

C/O MATLINPATTERSON  
GLOBAL ADVISERS LLC, 520  
MADISON AVENUE

(Street)

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

NEW YORK, NY 10022

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/20/2013		S		23,000,000	D	\$ 9.5	66,400,000	I	See Footnotes (1) (2) (3)
Common Stock	05/20/2013		C		60,000,000	A	\$ 3.05	126,400,000	I	See Footnotes (1) (2) (3)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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)
Series B Junior Participating Convertible Preferred Stock	(4)	05/20/2013		C	183,000	08/18/2008 (5)	Common Stock 60,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schoels Peter C/O MATLINPATTERSON GLOBAL ADVISERS LLC 520 MADISON AVENUE NEW YORK, NY 10022	X			

## Signatures

/s/ Peter Schoels 05/21/2013

\*\*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).

MP CA Homes LLC was the direct owner of 89,400,000 shares of Common Stock and 450,829 shares of Series B Junior Participating Convertible Preferred Stock ("Junior Convertible Preferred Stock"). On May 20, 2013, MP CA Homes LLC sold 23,000,000 shares of Common Stock and also converted 183,000 shares of Junior Convertible Preferred Stock into 60,000,000 shares of Common Stock.

(1) MatlinPatterson Global Opportunities Partners III L.P. and MatlinPatterson Global Opportunities Partners (Cayman) III L.P. (together, "the Funds"), hold 100 percent of the membership interests in MP CA Homes LLC. MatlinPatterson Global Partners III LLC (the "General Partner") is the general partner of the Funds. MatlinPatterson Global Advisers LLC (the "Adviser") is the investment adviser to the Funds. (Continued in footnote 2)

MatlinPatterson Global Advisers LLC (the "Adviser") is the investment adviser to the Funds. MatlinPatterson PE Holdings LLC holds

(2) 100 percent of the voting interest and equity of the Adviser and the General Partner. MatlinPatterson LLC holds 100 percent of the equity of MatlinPatterson PE Holdings LLC.

## Edgar Filing: Schoels Peter - Form 4

- Although the Reporting Person does not have voting or investment control over shares held by MP CA Homes LLC, the Reporting Person may be deemed to have an indirect pecuniary interest in such shares through his indirect interest in a limited partner which holds an investment interest and carried interest in the Funds. His exact pecuniary interest therein is not readily determinable because it is subject to several variables, including without limitation, the internal rates of return of the Funds overall with respect to their indirect investment in the Issuer. The Reporting Person disclaims beneficial ownership of any of the reported securities except to the extent of his pecuniary interest therein.
- (3)
- Each share of Junior Convertible Preferred Stock is convertible into such number of shares of Common Stock of the Issuer equal to \$1,000 divided by the applicable conversion price of the Junior Convertible Preferred Stock (\$3.05 as of the date hereof, subject to anti-dilution adjustment); provided that upon such conversion the holder thereof cannot own more than 49% of the total voting power of the voting stock of the Issuer.
- (4)
- (5) The Junior Convertible Preferred Stock has no expiration date.

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.