

BEAZER HOMES USA INC  
Form 4  
August 07, 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 \*  
BAYNE KATIE J

(Last) (First) (Middle)

1000 ABERNATHY ROAD, SUITE 1200

(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BEAZER HOMES USA INC [BZH]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/05/2008

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)

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			
Common Stock	08/05/2008		M	372 A \$ 0 (1)	6,801	D	
Common stock	08/05/2008		M	491 A \$ 0 (2)	7,292	D	
Common Stock	08/05/2008		M	2,576 A \$ 0 (3)	9,868	D	

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

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SEC 1474 (9-02)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <sup>(1)</sup>	08/05/2008		M	372	08/05/2008	08/05/2008	Common Stock	372
Restricted Stock Units	\$ 0 <sup>(2)</sup>	08/05/2008		M	491	08/05/2008	08/05/2008	Common Stock	491
Restricted Stock Units	\$ 0 <sup>(3)</sup>	08/05/2008		M	2,576	08/05/2008	08/05/2008	Common Stock	2,576

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAYNE KATIE J 1000 ABERNATHY ROAD SUITE 1200 ATLANTA, GA 30328	X			

## Signatures

/s/ Allan P. Merrill 08/06/2008

\*\*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) Vesting of restricted stock units granted 9/30/05 upon Ms. Bayne's retirement from the Board of Directors effective 8/5/08. One for one conversion of restricted stock units to common stock.

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- (2) Vesting of restricted stock units granted 11/15/06 upon Ms. Bayne's retirement from the Board of Directors effective 8/5/08. One for one conversion of restricted stock units to common stock.
- (3) Vesting of restricted stock units granted 11/30/07 upon Ms. Bayne's retirement from the Board of Directors effective 8/5/08. One for one conversion of restricted stock units to 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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