SEC Form 4

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

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hours per response:	0.5

1. Name and Addres	ss of Reporting Persor)* 	2. Issuer Name and Ticker or Trading Symbol <u>BEAZER HOMES USA INC</u> [BZH]	(Check	tionship of Reporting Perso all applicable) Director Officer (give title	n(s) to Issuer 10% Owner Other (specify	
(Last) 1000 ABERNAT SUITE 1200	(First) (Midd BERNATHY ROAD		3. Date of Earliest Transaction (Month/Day/Year) 01/01/2008	- X	below) EVP Special Co	below)	
(Street) ATLANTA (City)	GA (State)	30328 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ividual or Joint/Group Filing (Check Applica 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. Transa Code (8)	ction	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(1150.4)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transa Code (8)		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ive ies ed ed nstr.	6. Date Exerci Expiration Dat (Month/Day/Ye	e	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Phantom stock options ⁽¹⁾	\$7.43	01/01/2008		А		25,236		01/01/2009 ⁽³⁾	01/01/2015	Common Stock	25,236	\$0	25,236	D		
Phantom stock ⁽¹⁾	(2)	01/01/2008		Α		10,094		01/01/2009 ⁽⁴⁾	01/01/2013	Common Stock	10,094	\$ <mark>0</mark>	10,094	D		

Explanation of Responses:

1. Phantom stock and phantom stock options are automatic grants pursuant to the terms of Mr. Douglas' employment letter dated May 1, 2007.

2. Each share of phantom stock is the economic equivalent of one share of Beazer common stock

3. Phantom stock options vest over three years with 33.3% vesting on the first anniversary of the grant. The remaining 66.7% will vest in 8.33% increments each quarter over the following 8 quarters on the first day of each quarter. Any vested portion will be settled in cash upon exercise.

4. Phantom stock vests over five years with 20% vesting on the first anniversary of the grant. The remaining 80% will vest in 5% increments each quarter over the following 16 quarters on the first day of each quarter. Any vested portion will be settled in cash.

<u>/s/ Michael R. Douglas</u>

** Signature of Reporting Person

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

 * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

01/09/2008