

BEAZER HOMES USA INC
 Form 4
 January 09, 2008

FORM 4

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

OMB APPROVAL

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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 *
 DOUGLAS MICHAEL R

(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)
 01/01/2008

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)
 EVP Special Counsel

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom stock options <u>(1)</u>	\$ 7.43	01/01/2008	A	25,236					01/01/2009 ⁽³⁾	01/01/2015	Common Stock	25,236
Phantom stock <u>(1)</u>	<u>(2)</u>	01/01/2008	A	10,094					01/01/2009 ⁽⁴⁾	01/01/2013	Common Stock	10,094

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOUGLAS MICHAEL R 1000 ABERNATHY ROAD SUITE 1200 ATLANTA, GA 30328			EVP Special Counsel	

Signatures

/s/ Michael R. Douglas
01/09/2008

 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) 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.

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.