

BEAZER HOMES USA INC
 Form 3/A
 January 09, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â DOUGLAS MICHAEL R		(Month/Day/Year)	BEAZER HOMES USA INC [BZH]	
(Last)	(First)	(Middle)	08/23/2007	
1000 ABERNATHY ROAD,Â SUITE 1200			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	09/05/2007
ATLANTA,Â GAÂ 30328			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			EVP Special Counsel	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Phantom Stock Options <u>(1)</u>	05/01/2008 ⁽³⁾ 05/01/2014	Common Stock 38,603 \$ 34	D Â
Phantom stock <u>(1)</u>	05/01/2008 ⁽⁴⁾ 05/01/2012	Common Stock 15,441 \$ <u>(2)</u>	D Â

Reporting Owners

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

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 5(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 granted pursuant to 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 three months over the following two years. Any vested portion will be settled in cash upon exercise.
- (4) Phantom stock vests over 5 years with 20% vesting on the first anniversary of the grant. The remaining 80% will vest in 5% increments each three months over the following four years. 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.