

MERRILL ALLAN P
Form 4
May 26, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
MERRILL ALLAN P

(Last) (First) (Middle)
1000 ABERNATHY RD, 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)
05/25/2011

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, Chief Financial Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | (D) | |
| Common Stock | 05/25/2011 | | P | | 2,500 | A | \$ 3.6 |
| | | | | | 472,479 | 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)

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. 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| 7.25% Tangible Equity Units | (1) | 05/25/2011 | | P | 1,000 | (1) (1) | Common Stock | 4,302 (2) |
| 7 1/2% Mandatory Convertible Subordinates Notes due 2013 | (3) | 05/25/2011 | | P | 1,000 | (3) (3) | Common Stock | 5,434 (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MERRILL ALLAN P 1000 ABERNATHY RD SUITE 1200 ATLANTA, GA 30328 | | | EVP, Chief Financial Officer | |

Signatures

/s/ Allan P. Merrill 05/26/2011

**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) Tangible Equity Units ("TEUs") include a prepaid stock purchase contract that will be automatically settled on August 15, 2013; provided, however, that Mr. Merrill may elect to settle the prepaid stock purchase contracts at any time prior to the automatic settlement date.
- (2) Represents maximum number of shares of common stock to be issued upon settlement of the stock purchase contracts included with the TEUs. The number of shares issuable upon automatic settlement is based on the market value of the common stock as of the automatic settlement date and will be between 3.5126 shares per TEU to 4.3029 shares per TEU. Stock purchase contracts settled prior to August 15, 2013 will be settled at a rate of 3.5126 shares per TEU.

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- 7 1/2% Mandatory Convertible Subordinated Notes due 2013 ("Convertible Notes") will automatically convert into shares of common
- (3) stock on January 15, 2013 (the "stated maturity date"); provided, however, that Mr. Merrill may elect to convert the Convertible Notes at any time prior to the stated maturity date.

- Represents maximum number of shares of common stock to be issued upon settlement of the Convertible Notes. The number of shares issuable on the stated maturity date is based on the applicable market value of the common stock on such date and will be between 4.4547
- (4) shares per \$25 principal amount converted and 5.4348 shares per \$25 principal amount converted, subject to adjustment in certain circumstances. Convertible Notes converted at Mr. Merrill's election prior to the stated maturity date will be converted at a rate of 4.4547 shares per \$25 principal amount, subject to adjustment in certain circumstances.

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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