

MERRILL ALLAN P  
Form 4  
May 26, 2011

**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 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(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  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

EVP, Chief Financial Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
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.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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. D S (I
				Code	V	(A)	(D)	
7.25% Tangible Equity Units	<u>(1)</u>	05/25/2011		P		1,000	<u>(1)</u>	<u>(1)</u>
							Common Stock	4,302 <u>(2)</u>
7 1/2% Mandatory Convertible Subordinates Notes due 2013	<u>(3)</u>	05/25/2011		P		1,000	<u>(3)</u>	<u>(3)</u>
							Common Stock	5,434 <u>(4)</u>

## 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).

Tangible Equity Units ("TEUs") include a prepaid stock purchase contract that will be automatically settled on August 15, 2013; (1) 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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