

Salomon Robert L.
Form 4
May 27, 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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Salomon Robert L.

(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)

05/27/2011

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 below) ____ Other (specify below)

SVP, Chief Accounting 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)
Common Stock	05/27/2011		P	V Amount (A) or (D) Price 2,600 A \$ 3.95	77,931	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
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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

Edgar Filing: Salomon Robert L. - Form 4

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. F Der Sec (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
7.25% Tangible Equity Units	(1)	05/27/2011		P	560	(1)	(1)	Common Stock	2,409 (2)
7 1/2% Mandatory Convertible Subordinated Notes due 2013	(3)	05/27/2011		P	467	(3)	(3)	Common Stock	2,538 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Salomon Robert L. 1000 ABERNATHY RD SUITE 1200 ATLANTA, GA 30328			SVP, Chief Accounting Officer	

Signatures

/s/ Robert L.
Salomon

05/27/2011

**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. Salomon may elect to settle the prepaid stock purchase contracts at any time prior to the automatic settlement date.

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

(2) 15, 2013 will be settled at a rate of 3.5126 shares per TEU.

Edgar Filing: Salomon Robert L. - Form 4

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

- 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 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. Salomon'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.
- (4)

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.