SEC Form 4

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

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hours per response:	0.5

1. Name and Addr MCCARTH	ess of Reporting Per <u>Y IAN J</u>	rson [*]	2. Issuer Name and Ticker or Trading Symbol BEAZER HOMES USA INC [BZH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last) 1000 ABERNA SUITE 1200	(First) ATHY ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/25/2005	X Officer (give title Other (specify below) President and CEO
(Street) ATLANTA (City)	GA (State)		4. If Amendment, Date of Original Filed (Month/Day/Year)	 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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount (A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	09/25/2005		М		19,347	Α	\$0 ⁽¹⁾	681,018 ⁽³⁾	D	
Common Stock								4,656 ⁽³⁾	Ι	Issuer 401K Plan
Common Stock	09/26/2005		F ⁽²⁾		67,101	D	\$56.8	613,917 ⁽³⁾	D	
Common Stock								4,656 ⁽³⁾	Ι	Issuer 410K Plan

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

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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$0 ⁽¹⁾	09/25/2005		М			19,347	09/25/2005	09/25/2005	Common Stock	19,347	\$0 ⁽¹⁾	0	D	

Explanation of Responses:

1. Vesting of restricted stock units. One for one conversion of restricted stock units to common stock.

2. Sale occurred because the individual incurred a tax liability upon the vesting of restricted stock units and restricted stock.

3. The number of shares beneficially owned has been adjusted to reflect the effect of the Company's March 2005 three-for-one stock split.

<u>/s/ Michael T. Rand</u> ** Signature of Reporting Person

09/2<u>6/2005</u>

Date

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

 * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

CONFIRMING STATEMENT and LIMITED POWER OF ATTORNEY

This statement confirms that the undersigned, Ian J. McCarthy, has authorized, appointed and designated the following individuals as the undersigned's Attorney in Fact for the sole and limited purpose of executing and filing on the undersigned's behalf all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of BEAZER HOMES USA, INC:

James O'Leary Michael Rand Kenneth J. Gary

Each of these individuals is authorized to act alone, without the consent of any of the others, and the authority of under this Statement and Limited Power of Attorney shall continue until the undersigned is no longer required to file Forms 3, 4, and 5 with regard to the undersigned's ownership of or transactions in securities of BEAZER HOMES USA, INC., unless earlier revoked in writing. The undersigned acknowledges that the said Attorney in Fact is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: 3/25/05 Signature: /s/ Ian J. McCarthy