

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 | |
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| 1. Name and Address of Reporting Person* BASSWOOD CAPITAL MANAGEMENT LLC (Last) (First) (Middle) 645 MADISON AVENUE (Street) NEW YORK NY 10022 (City) (State) (Zip) | 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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/13/2004 | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 05/13/2004 | | P | | 43,085 | A | \$92.43 | 1,141,993 ⁽²⁾ | I | (1) ⁽¹⁾ |
| Common Stock | 05/14/2004 | | P | | 3,500 | A | \$93.31 | 1,145,493 ⁽²⁾ | I | (1) ⁽¹⁾ |
| Common Stock | 05/26/2004 | | S | | 2,200 | D | \$100.35 | 1,143,293 ⁽²⁾ | I | (1) ⁽¹⁾ |
| Common Stock | 05/28/2004 | | P | | 9,450 | A | \$100.95 | 1,152,743 ⁽²⁾ | I | (1) ⁽¹⁾ |
| Common Stock | 05/28/2004 | | S | | 9,450 | D | \$100.95 | 1,143,293 ⁽²⁾ | I | (1) ⁽¹⁾ |
| Common Stock | 06/01/2004 | | P | | 64,000 | A | \$100.6 | 1,207,293 ⁽²⁾ | I | (1) ⁽¹⁾ |
| Common Stock | 06/02/2004 | | P | | 2,900 | A | \$100.5 | 1,210,193 ⁽²⁾ | I | (1) ⁽¹⁾ |
| Common Stock | 06/08/2004 | | S | | 93,080 | D | \$100.37 | 1,117,113 ⁽²⁾ | I | (1) ⁽¹⁾ |
| Common Stock | 06/16/2004 | | P | | 2,000 | A | \$96.7 | 1,119,113 ⁽²⁾ | I | (1) ⁽¹⁾ |
| Common Stock | 06/30/2004 | | S | | 12,500 | D | \$99.61 | 1,106,613 ⁽²⁾ | I | (1) ⁽¹⁾ |
| Common Stock | 07/01/2004 | | P | | 56,500 | A | \$100.29 | 1,163,113 ⁽²⁾ | I | (1) ⁽¹⁾ |
| Common Stock | 07/07/2004 | | S | | 14,500 | D | \$98.48 | 1,148,613 ⁽²⁾ | I | (1) ⁽¹⁾ |

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. 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 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 |
| Option | \$110 | 06/01/2004 | | P | | 204 | | 06/01/2004 | 08/20/2004 | Common Stock | 20,400 | \$3 | 298,300 ⁽²⁾ | I | (1) ⁽¹⁾ |
| Option | \$110 | 06/01/2004 | | S | | | 25 | 06/01/2004 | 08/20/2004 | Common Stock | 2,500 | \$3 | 295,800 ⁽²⁾ | I | (1) ⁽¹⁾ |
| Option | \$110 | 06/02/2004 | | P | | 43 | | 06/02/2004 | 08/20/2004 | Common Stock | 4,300 | \$2.6 | 300,100 ⁽²⁾ | I | (1) ⁽¹⁾ |
| Option | \$110 | 06/16/2004 | | P | | 6 | | 06/16/2004 | 08/20/2004 | Common Stock | 600 | \$1.7 | 300,700 ⁽²⁾ | I | (1) ⁽¹⁾ |
| Option | \$110 | 07/01/2004 | | P | | 153 | | 07/01/2004 | 08/20/2004 | Common Stock | 15,300 | \$1.6 | 316,000 ⁽²⁾ | I | (1) ⁽¹⁾ |
| Option | \$110 | 07/07/2004 | | S | | | 44 | 07/07/2004 | 08/20/2004 | Common Stock | 4,400 | \$0.05 | 311,600 ⁽²⁾ | I | (1) ⁽¹⁾ |

1. Name and Address of Reporting Person*
BASSWOOD CAPITAL MANAGEMENT LLC

| | | |
|--------------------|---------|----------|
| (Last) | (First) | (Middle) |
| 645 MADISON AVENUE | | |
| (Street) | | |
| NEW YORK | NY | 10022 |
| (City) | (State) | (Zip) |

1. Name and Address of Reporting Person*

LINDENBAUM MATTHEW A

| | | |
|--------------------------------|---------|----------|
| (Last) | (First) | (Middle) |
| 645 MADISON AVENUE, 10TH FLOOR | | |
| (Street) | | |
| NEW YORK | NY | 10022 |
| (City) | (State) | (Zip) |

1. Name and Address of Reporting Person*

LINDENBAUM BENNETT D

| | | |
|--------------------------------|---------|----------|
| (Last) | (First) | (Middle) |
| 645 MADISON AVENUE, 10TH FLOOR | | |
| (Street) | | |
| NEW YORK | NY | 10022 |
| (City) | (State) | (Zip) |

Explanation of Responses:

- The securities reported on this filing are held in the accounts of unregistered investment companies and managed accounts of which Basswood Capital Management, L.L.C. is the investment manager. Matthew Lindenbaum and Bennett Lindenbaum are the managing members of Basswood Capital Management, L.L.C.
- The Reporting Persons have reached a settlement with the issuer with respect to the reported transactions.

Remarks:

(+) Each of the Reporting Persons (each, a "Reporting Person" and collectively, the "Reporting Persons") disclaims beneficial ownership of the reported securities except to the extent of its or his pecuniary interest therein. The Reporting Persons affirmatively disclaim being a "group" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

Basswood Capital Management, LLC(+) By: /s/ Matthew Lindenbaum, 08/19/2004
Managing Member
 By: /s/ Matthew Lindenbaum(+) 08/19/2004
 By: /s/ Bennett Lindenbaum(+) 08/19/2004
 ** Signature of Reporting Person 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.