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VIA E-MAIL

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F. Street, N.E.
Washington D.C., 20549

Re: Beazer Homes USA, Inc. – Request for Interpretive Letter

Ladies and Gentlemen:

On behalf of our client, Beazer Homes USA, Inc., a Delaware corporation ("Beazer"), we respectfully request that the Staff of the Securities and Exchange Commission (the "Commission") provide interpretative advice that a stock appreciation right ("SAR") that may be settled in equity securities of the registrant would be considered an option for purposes of General Instruction A.1(a)(5) of Form S-8. This letter replaces our November 21, 2006 letter on behalf of Beazer.

The Amended and Restated 1999 Stock Incentive Plan

Beazer's Amended and Restated 1999 Stock Incentive Plan (the "Plan") is an "employee benefit plan", as defined in Rule 405 of Regulation C, and provides for the issuance of stock based awards, including incentive stock options, non-qualified stock options, restricted stock and SARs, to Beazer's employees, as defined in General Instruction A.1(a) of Form S-8. On June 17, 2004, Beazer filed a registration statement (the "Registration Statement") on Form S-8/S-3 (file no. 333-116573), which included a reoffer prospectus prepared in accordance with General Instruction C of Form S-8, to register the shares of Beazer's common stock ("Shares") to be offered and sold to employees, as well as resales of those Shares by affiliates. The Plan was filed as Exhibit 4.2 to the Registration Statement.

The Plan is administered by the Compensation Committee of Beazer's Board of Directors. The members of the Compensation Committee are "independent" as defined by the rules of the New York Stock Exchange and are "non-employee directors" as defined in Rule 16b-3(b)(3) of the Securities Exchange Act of 1934 (the "Exchange Act").

Pursuant to the terms of the Plan, SARs confer upon the grantee the right to receive upon exercise, an amount in cash equal to the excess of (i) the Fair Market Value of one Share on the date of exercise over (ii) the Fair Market Value of one Share on the date of grant of the SARs (such excess being the "Exercise Value"). Under the Plan, on any day that the Shares are traded on the New York Stock Exchange ("NYSE") or any other nationally recognized stock exchange or automated quotation system, the "Fair Market Value" of a Share is defined as the closing price of a Share as reported by the NYSE or such other exchange or quotation system. When the Shares are not so traded, "Fair Market Value" shall be determined by a valuation method established by the Compensation Committee from time to time. The Plan provides that the Compensation Committee has the authority to determine the method of settlement of exercises of SARs.

Beazer plans to grant SARs under the Plan that will be settled with Shares upon exercise, *i.e.*, the holder will receive that number of Shares with a Fair Market Value as of the date of exercise equal to the Exercise Value. Beazer will pay cash in lieu of any fractional Shares. Generally, SARs will vest on the third anniversary of the date of grant and will terminate on the seventh anniversary of the date of grant assuming continued employment. Consistent with Beazer's prior option awards, SARs will generally terminate upon termination with cause, and the holder will be given a limited period of time for exercise upon certain other termination events. SARs will vest upon a change of control.

Although, the Plan does not currently allow the recipients of SARs to transfer SARs, the Plan does allow the Compensation Committee to grant non-qualified stock options on terms which permit the transfer of the option to a "Family Member," provided that the transfer is through a gift or a domestic relations order. Under the Plan, a "Family Member" is defined as any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, including adoptive relationships, a trust for the exclusive benefit of these persons and any other entity owned solely by these persons. Because the Plan expressly allows transfers pursuant to domestic relations orders, the definition of "Family Member" may be interpreted to also include former spouses. Each person who satisfies the Plan's definition of "Family Member" satisfies the definition of "family member" set forth in General Instruction A.1(a)(5) of Form S-8.

In order to facilitate transfers for estate planning purposes and transfers under domestic relations orders, Beazer wishes to amend the Plan to allow the Compensation Committee to grant SARs on terms that permit the transfer of SARs to a Family Member pursuant to a gift or domestic relations order to the same extent allowed for non-qualified stock options.

Form S-8

In Release No. 33-7646 (February 26, 1999) (the "Release"), the Commission adopted amendments to Form S-8 to make Form S-8 available for (i) the exercise of employee benefit plan stock options by an employee's family member who acquires the options from the employee through a gift or domestic relations order and (ii) the subsequent resale of the underlying securities. These amendments were codified in General Instruction A.1(a)(5) to Form S-8.

As set forth in Section I of the Release, the Commission's rationale for the amendments to Form S-8 was that the rules governing the use of Form S-8 should not "impede legitimate intra-family transfers of options by employees," and it was the Commission's belief that the amendments would "facilitate transfers for estate planning purposes and transfers under domestic relations orders." Section III.A.1 of the Release goes on to state that "the amendments reflect the view that streamlined registration on Form S-8 should be available for [transfers of options by gift or domestic relations order to a family member], as well as transactions with employees, because of the compensatory character and access to information about the issuer flowing from the employment relationship." Section III.A.1 of the Release also states that "the amendments are consistent with the 1996 amendments to the rules under Section 16 of the Exchange Act," which "eliminated the requirement of former Rule 16b-3 that a derivative security issued under an employee benefit plan be non-transferable." According to Section III.A1 of the Release, the removal of this requirement "made the issuance of transferable options more attractive and more common."

In addition to making Form S-8 available for the exercise of employee benefit plan stock options and the resale of the securities received upon exercise by an employee's family member who acquires the options from the employee through a gift or domestic relations order, General Instruction A.1(a)(5) defines who constitutes a family member for purposes of the instruction. For purposes of General Instruction A.1(a)(5), a "family member" includes "any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, former spouse, sibling, niece, nephew, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, including adoptive relationships, any person sharing the employee's household (other than a tenant or employee), a trust in which these persons have more than fifty percent of the beneficial interest, a foundation in which these persons (or the employee) control the management of assets, and any other entity in which these persons (or the employee) own more than fifty percent of the voting interests."

Analysis

We believe that the rationale set forth in the Release for making Form S-8 available to the family member transferees of options is equally applicable to family member transferees of SARs exercisable for Shares. The issuance of Shares upon the exercise of SARs is economically equivalent to the issuance of Shares upon the cashless exercise of stock options for the same number of Shares because in both cases Shares are being issued, and the number of Shares the holder will receive is dependent on the difference between the Fair Market Value on the date of exercise and the Fair Market Value on the date of grant. In fact, the grant and exercise of non-qualified stock options and stock-settled SARs are treated the same for federal income tax purposes, including the recently enacted Section 409A of the Internal Revenue Code.

Further lending credence to our conclusion is the fact that under Section 16 of the Exchange Act and the rules promulgated thereunder, the grant of a stock option and a SAR exercisable for Shares are reported in the same manner, and both grants may be exempted from Section 16(b) of the Exchange Act by Rule 16b-3(d). The reporting of the cashless exercise of a stock option is substantially similar to the reporting of the exercise of a stock-settled SAR. The acquisition of Shares in both exercises may be exempted from Section 16(b) of the Exchange Act by Rule 16b-6(b), and the disposition of Shares in both exercises may be exempted by Rule 16b-3(e).

Because the issuance of Shares upon the exercise of stock-settled SARs is economically equivalent to the issuance of Shares upon the cashless exercise of stock options for the same number of Shares, the Commission's rationale for allowing Form S-8 to be used in conjunction with a stock option transferred to a family member pursuant to a gift or domestic relations order should be equally applicable to stock-settled SARs transferred to a family member pursuant to a gift or domestic relations order. Allowing the use of Form S-8 for such purposes is consistent with the amendments discussed in the Release, because not allowing the use of Form S-8 for such purposes would impede legitimate intra-family transfers of SARs for estate planning purposes and transfers under domestic relations orders.

Further, it is not likely that at the time of the Release a conscious decision was made not to extend the transfer provisions to SARs. At that time, there was a difference in accounting treatment for stock options versus stock-settled SARs, and the accounting treatment for options was more favorable. As a result, the vast majority of companies issued stock options as opposed to granting stock-settled SARs to their employees. Therefore, at the time the transfer issue was raised, it was likely that proponents for the change were advocating on behalf of stock options only. Now that the accounting treatment for stock options and stock-settled SARs has been equalized, the use of SARs has become much more popular.

Based on the foregoing, we respectfully request that the Staff provide interpretative advice that a SAR that may be settled in equity securities of the registrant would be considered an option for purposes of General Instruction A.1(a)(5) of Form S-8.

If you have any questions regarding the foregoing, please call the undersigned at 404-815-2287 or Jay Rodriguez at 404-815-2283.

Sincerely,

/s/ Elizabeth Hardy Noe

Elizabeth Hardy Noe
of PAUL, HASTINGS, JANOFSKY & WALKER LLP

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