

TOUSA INC

Form 3

November 09, 2007

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â DEUTSCHE BANK AG\

(Last) (First) (Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/26/2007

3. Issuer Name **and** Ticker or Trading Symbol
TOUSA INC [TOA]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

TAUNUSANLAGE 12 D-60325

(Street)

(Check all applicable)

____ Director ____X____ 10% Owner

____ Officer ____ Other

(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)

__X__ Form filed by One Reporting
Person

____ Form filed by More than One
Reporting Person

FRANKFURT AM

MAIN,Â I8Â

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

56,260

D Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
8% Series A Convertible Preferred Stock	10/26/2007	07/01/2015	Common Stock	39,495,553 (1)	\$ 1.61	D	Â
Lower Strike Stock Purchase Warrants	10/26/2007	07/31/2012	Common Stock	652,958 (2)	\$ 6	D	Â
Higher Strike Stock Purchase Warrants	10/26/2007	07/31/2007	Common Stock	494,673 (3)	\$ 7	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEUTSCHE BANK AG\ TAUNUSANLAGE 12 D-60325 FRANKFURT AM MAIN,Â I8Â	Â	Â X	Â	Â

Signatures

Jeffrey A Ruiz 11/09/2007

__Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Deutsche Bank AG through its affiliates owns 77,200 shares of 8% Series A Convertible Pay-in-Kind Preferred Stock convertible into 47,950,267 shares of Common Stock subject to the restrictions, limitations and other provisions in the Certificate of Designations, including the provision in Section 7(a) which provides that a holder of the preferred stock does not have the right to convert into Common

(1) Stock if, after giving effect to such conversion, that person would become the beneficial owner of greater than 39.9% of the Common Stock then outstanding. Due to the binding contractual limitations in Section 7(a) of the Certificate of Designation and Section 15 of the Stock Purchase Warrant Certificate, Deutsche Bank AG is not the beneficial owner of the shares of Common Stock in excess of 39,551,813 shares or 39.9% of the shares of Common Stock outstanding.

Lower Strike Stock Purchase Warrants exercisable into 652,958 shares of Common Stock, when the prevailing market price is at \$6.00 subject to the limitations on exercise contained in the Stock Purchase Warrant Certificate, including the provision in Section 15 which provides that a holder of warrants does not have the right to exercise warrants into Common Stock if, after giving effect to such exercise, that person would become the beneficial owner of greater than 39.9% of the Common Stock then outstanding.

Higher Strike Stock Purchase Warrants exercisable into 494,673 shares of Common Stock, when the prevailing market price is at \$7.00, subject to the limitations on exercise contained in the Stock Purchase Warrant Certificate, including the provision in Section 15 which provides that a holder of warrants does not have the right to exercise warrants into Common Stock if, after giving effect to such exercise, that person would become the beneficial owner of greater than 39.9% of the Common Stock then outstanding.

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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