

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2005-05-02** | Period of Report: **2005-03-03**

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### ISSUER

#### BEASLEY BROADCAST GROUP INC

CIK: **1099160** | IRS No.: **650960915** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **4832** Radio broadcasting stations

Mailing Address  
3033 RIVIERA DRIVE  
SUITE 200  
NAPLES FL 34103

Business Address  
3033 RIVIERA DRIVE  
SUITE 200  
NAPLES FL 34103  
9412635000

### REPORTING OWNER

#### DEEPHAVEN CAPITAL MANAGEMENT LLC

CIK: **1140223** | State of Incorporation: **DE**  
Type: **4/A** | Act: **34** | File No.: **000-29253** | Film No.: **05789142**

Business Address  
130 CHESHIRE LANE SUITE  
102  
MINNETONKA MN 55305  
9522495500

**FORM 4**

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

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>DEEPHAVEN CAPITAL MANAGEMENT LLC</u>			<u>BEASLEY BROADCAST GROUP INC</u> <u>[BBGI]</u>		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line)	
130 CHESHIRE LANE SUITE 102			03/03/2005			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			
MINNETONKA, MN 55305			04/29/2005		<input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(City)	(State)	(Zip)				

**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			
Class A <sup>(1)</sup>	03/03/2005		P		6,890	A	\$17.5332	1,423,686	D	
Class A	03/04/2005		P		10,900	A	\$17.71	1,434,586	D	
Class A	03/07/2005		P		2,388	A	\$17.8349	1,436,974	D	
Class A	03/08/2005		P		2,290	A	\$17.9397	1,439,264	D	
Class A	03/09/2005		P		400	A	\$18.0775	1,439,664	D	
Class A	03/10/2005		P		1,530	A	\$18.0267	1,441,194	D	
Class A	03/11/2005		P		2,161	A	\$17.954	1,443,355	D	
Class A	03/14/2005		P		400	A	\$18.119	1,443,755	D	
Class A	03/15/2005		P		4,000	A	\$17.5573	1,447,755	D	
Class A	03/16/2005		P		2,200	A	\$17.0982	1,449,955	D	
Class A	03/17/2005		P		26,243	A	\$17.2427	1,476,198	D	
Class A	03/18/2005		P		5,730	A	\$17.29	1,481,928	D	
Class A	03/21/2005		P		2,116	A	\$17.4697	1,484,044	D	
Class A	03/22/2005		P		5,661	A	\$17.608	1,489,705	D	
Class A	03/23/2005		P		2,106	A	\$17.6036	1,491,811	D	

Class A	03/24/2005		P		5,100	A	\$17.6036	1,496,911	D	
Class A	03/28/2005		P		11,815	A	\$17.7779	1,508,726	D	
Class A	03/29/2005		P		5,000	A	\$17.7377	1,513,726	D	
Class A	03/30/2005		P		11,100	A	\$17.7111	1,524,826	D	
Class A	03/31/2005		P		4,338	A	\$17.7476	1,529,164	D	
Class A	04/01/2005		P		11,385	A	\$17.7279	1,540,549	D	
Class A	04/04/2005		P		1,866	A	\$17.7606	1,542,415	D	
Class A	04/05/2005		P		1,108	A	\$17.7582	1,543,523	D	
Class A	04/08/2005		P		2,400	A	\$17.3105	1,545,923	D	
Class A	04/11/2005		P		600	A	\$17.3105	1,546,523	D	
Class A	04/12/2005		P		1,200	A	\$16.8342	1,547,723	D	
Class A	04/13/2005		P		2,892	A	\$17.0864	1,550,615	D	
Class A	04/15/2005		P		700	A	\$15.7346	1,551,315	D	
Class A	04/22/2005		P		500	A	\$15.43	1,551,815	D	

**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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. This is the 4th amendment to Form 4, filed on April 29, 2005, adding 30 new transaction lines

**Signatures**

Jim Korn, Chief Legal Officer

\*\* Signature of Reporting Person

05/02/2005

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.**