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AVATAR HOLDINGS INC
Form POS AM
December 27, 2007

As filed with the Securities and Exchange Commission on December 27, 2007

Registration No. 333-116267

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 2 TO
FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

AVATAR HOLDINGS INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION
OF INCORPORATION OR
ORGANIZATION)

23-1739078
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

201 ALHAMBRA CIRCLE
CORAL GABLES, FLORIDA 33134
(305) 442-7000
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF REGISTRANT'S
PRINCIPAL EXECUTIVE OFFICES)

JUANITA I. KERRIGAN
VICE PRESIDENT AND SECRETARY
AVATAR HOLDINGS INC.
201 ALHAMBRA CIRCLE
CORAL GABLES, FLORIDA 33134
(305) 442-7000
(NAME AND ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box: [X]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

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If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. []

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. []

DEREGISTRATION OF SECURITIES; TERMINATION OF REGISTRATION STATEMENT

We are filing this Post-Effective Amendment No. 2 to our Registration Statement on Form S-3 (File No. 333-116267), as amended (the "Registration Statement"), to deregister the securities remaining unsold under the Registration Statement. Avatar's obligation to maintain the effectiveness of the Registration Statement has terminated under its Registration Rights Agreement, dated March 30, 2004. Therefore, this Post-Effective Amendment No. 2 to the Registration Statement is being filed to terminate the effectiveness of the Registration Statement and to deregister, as of the effective date of this Post-Effective Amendment No. 2, all of the securities remaining unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Coral Gables, State of Florida, on December 27, 2007.

AVATAR HOLDINGS INC.

By: /s/ Gerald D. Kelfer

Name: Gerald D. Kelfer

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 has been signed by the following persons in

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the capacities and on the date indicated.

SIGNATURE -----	TITLE -----	DATE -----
/s/ Gerald D. Kelfer ----- Gerald D. Kelfer	Director, President, Chief Executive Officer (Principal Executive Officer)	December 27,
/s/ Randy L. Kotler ----- Randy L. Kotler	Executive Vice President, Treasurer and Chief Financial Officer (Principal Financial Officer)	December 27,
/s/ Michael P. Rama ----- Michael P. Rama	Controller (Principal Accounting Officer)	December 27,
/s/ Paul D. Barnett ----- Paul D. Barnett	Director	December 27,
/s/ Eduardo A. Brea ----- Eduardo A. Brea	Director	December 27,
/s/ Milton H. Dresner ----- Milton H. Dresner	Director	December 27,
/s/ Roger W. Einiger ----- Roger W. Einiger	Director	December 27,
/s/ Joshua Nash ----- Joshua Nash	Director, Chairman of the Board	December 27,
/s/ Kenneth T. Rosen ----- Kenneth T. Rosen	Director	December 27,
/s/ Joel M. Simon ----- Joel M. Simon	Director	December 27,
/s/ Fred Stanton Smith ----- Fred Stanton Smith	Director	December 27,

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/s/ Beth A. Stewart

Director

December 27,

Beth A. Stewart