

```

<?xml version="1.0" encoding="us-ascii" ?>
<!-- XBRL document created with Crossfire XBRL Enabler by Rivet Software version 2.0.3849.18140 -->
<!-- Based on XBRL 2.1 -->
<!-- Created on: 8/3/2010 7:55:44 PM -->
<!-- Modified on: 8/3/2010 7:55:44 PM -->
- <schema xmlns="http://www.w3.org/2001/XMLSchema" xmlns:xbrli="http://www.xbrl.org/2003/instance"
  xmlns:link="http://www.xbrl.org/2003/linkbase" xmlns:xlink="http://www.w3.org/1999/xlink"
  xmlns:hw="http://www.headwaters.com/2010-06-30" xmlns:xbrldt="http://xbrl.org/2005/xbrldt" xmlns:us-types="http://xbrl.us/us-
  types/2009-01-31" targetNamespace="http://www.headwaters.com/2010-06-30" elementFormDefault="qualified"
  attributeFormDefault="unqualified">
- <annotation>
- <appinfo>
- <link:roleType roleURI="http://www.headwaters.com/taxonomy/role/StatementOfFinancialPositionClassified"
  id="StatementOfFinancialPositionClassified">
  <link:definition>00100 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS</link:definition>
  <link:usedOn>link:presentationLink</link:usedOn>
  <link:usedOn>link:calculationLink</link:usedOn>
  <link:usedOn>link:definitionLink</link:usedOn>
</link:roleType>
- <link:roleType roleURI="http://www.headwaters.com/taxonomy/role/StatementOfFinancialPositionClassifiedParenthetical"
  id="StatementOfFinancialPositionClassifiedParenthetical">
  <link:definition>00105 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical)</link:definition>
  <link:usedOn>link:presentationLink</link:usedOn>
  <link:usedOn>link:calculationLink</link:usedOn>
  <link:usedOn>link:definitionLink</link:usedOn>
</link:roleType>
- <link:roleType roleURI="http://www.headwaters.com/taxonomy/role/StatementOfIncome" id="StatementOfIncome">
  <link:definition>00200 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS</link:definition>
  <link:usedOn>link:presentationLink</link:usedOn>
  <link:usedOn>link:calculationLink</link:usedOn>
  <link:usedOn>link:definitionLink</link:usedOn>
</link:roleType>
- <link:roleType roleURI="http://www.headwaters.com/taxonomy/role/StatementOfShareholdersEquityAndOtherComprehensiveIncome"
  id="StatementOfShareholdersEquityAndOtherComprehensiveIncome">
  <link:definition>00300 - Statement - CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS'
    EQUITY</link:definition>
  <link:usedOn>link:presentationLink</link:usedOn>
  <link:usedOn>link:calculationLink</link:usedOn>
  <link:usedOn>link:definitionLink</link:usedOn>
</link:roleType>
- <link:roleType roleURI="http://www.headwaters.com/taxonomy/role/StatementOfShareholdersEquityAndOtherComprehensiveIncomeParenthetical"
  id="StatementOfShareholdersEquityAndOtherComprehensiveIncomeParenthetical">
  <link:definition>00305 - Statement - CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
    (Parenthetical)</link:definition>
  <link:usedOn>link:presentationLink</link:usedOn>
  <link:usedOn>link:calculationLink</link:usedOn>
  <link:usedOn>link:definitionLink</link:usedOn>
</link:roleType>
- <link:roleType roleURI="http://www.headwaters.com/taxonomy/role/StatementOfCashFlowsIndirect"
  id="StatementOfCashFlowsIndirect">
  <link:definition>00400 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS</link:definition>
  <link:usedOn>link:presentationLink</link:usedOn>
  <link:usedOn>link:calculationLink</link:usedOn>
  <link:usedOn>link:definitionLink</link:usedOn>
</link:roleType>
- <link:roleType roleURI="http://www.headwaters.com/taxonomy/role/NotesToFinancialStatementsOrganizationConsolidationAndPresentationOfFinancials"
  id="NotesToFinancialStatementsOrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock">
  <link:definition>10101 - Disclosure - Nature of Operations and Basis of Presentation</link:definition>
  <link:usedOn>link:presentationLink</link:usedOn>
  <link:usedOn>link:calculationLink</link:usedOn>
  <link:usedOn>link:definitionLink</link:usedOn>
</link:roleType>
- <link:roleType roleURI="http://www.headwaters.com/taxonomy/role/NotesToFinancialStatementsSegmentReportingDisclosureTextBlock"
  id="NotesToFinancialStatementsSegmentReportingDisclosureTextBlock">
  <link:definition>10201 - Disclosure - Segment Reporting</link:definition>
  <link:usedOn>link:presentationLink</link:usedOn>
  <link:usedOn>link:calculationLink</link:usedOn>
  <link:usedOn>link:definitionLink</link:usedOn>
</link:roleType>
- <link:roleType roleURI="http://www.headwaters.com/taxonomy/role/NotesToFinancialStatementsStockholdersEquityAndShareCompensationDisclosureTe
  id="NotesToFinancialStatementsStockholdersEquityAndShareCompensationDisclosureTextBlock">
  <link:definition>10301 - Disclosure - Equity Securities and Stock-Based Compensation</link:definition>
  <link:usedOn>link:presentationLink</link:usedOn>
  <link:usedOn>link:calculationLink</link:usedOn>
  <link:usedOn>link:definitionLink</link:usedOn>
</link:roleType>
- <link:roleType roleURI="http://www.headwaters.com/taxonomy/role/NotesToFinancialStatementsInventoryDisclosureTextBlock"
  id="NotesToFinancialStatementsInventoryDisclosureTextBlock">
  <link:definition>10401 - Disclosure - Inventories</link:definition>
  <link:usedOn>link:presentationLink</link:usedOn>
  <link:usedOn>link:calculationLink</link:usedOn>
  <link:usedOn>link:definitionLink</link:usedOn>
</link:roleType>

```

```

- <link:roleType
  roleURI="http://www.headwaters.com/taxonomy/role/NotesToFinancialStatementsGoodwillAndIntangibleAssetsDisclosureTextBlock"
  id="NotesToFinancialStatementsGoodwillAndIntangibleAssetsDisclosureTextBlock">
  <link:definition>10501 - Disclosure - Long-Lived Assets</link:definition>
  <link:usedOn>link:presentationLink</link:usedOn>
  <link:usedOn>link:calculationLink</link:usedOn>
  <link:usedOn>link:definitionLink</link:usedOn>
</link:roleType>
- <link:roleType roleURI="http://www.headwaters.com/taxonomy/role/NotesToFinancialStatementsLongTermDebtTextBlock"
  id="NotesToFinancialStatementsLongTermDebtTextBlock">
  <link:definition>10601 - Disclosure - Long-term Debt</link:definition>
  <link:usedOn>link:presentationLink</link:usedOn>
  <link:usedOn>link:calculationLink</link:usedOn>
  <link:usedOn>link:definitionLink</link:usedOn>
</link:roleType>
- <link:roleType roleURI="http://www.headwaters.com/taxonomy/role/NotesToFinancialStatementsFairValueDisclosuresTextBlock"
  id="NotesToFinancialStatementsFairValueDisclosuresTextBlock">
  <link:definition>10701 - Disclosure - Fair Value of Financial Instruments</link:definition>
  <link:usedOn>link:presentationLink</link:usedOn>
  <link:usedOn>link:calculationLink</link:usedOn>
  <link:usedOn>link:definitionLink</link:usedOn>
</link:roleType>
- <link:roleType roleURI="http://www.headwaters.com/taxonomy/role/NotesToFinancialStatementsIncomeTaxDisclosureTextBlock"
  id="NotesToFinancialStatementsIncomeTaxDisclosureTextBlock">
  <link:definition>10801 - Disclosure - Income Taxes</link:definition>
  <link:usedOn>link:presentationLink</link:usedOn>
  <link:usedOn>link:calculationLink</link:usedOn>
  <link:usedOn>link:definitionLink</link:usedOn>
</link:roleType>
- <link:roleType roleURI="http://www.headwaters.com/taxonomy/role/NotesToFinancialStatementsEarningsPerShareTextBlock"
  id="NotesToFinancialStatementsEarningsPerShareTextBlock">
  <link:definition>10901 - Disclosure - Earnings per Share</link:definition>
  <link:usedOn>link:presentationLink</link:usedOn>
  <link:usedOn>link:calculationLink</link:usedOn>
  <link:usedOn>link:definitionLink</link:usedOn>
</link:roleType>
- <link:roleType
  roleURI="http://www.headwaters.com/taxonomy/role/NotesToFinancialStatementsCommitmentsAndContingenciesDisclosureTextBlock"
  id="NotesToFinancialStatementsCommitmentsAndContingenciesDisclosureTextBlock">
  <link:definition>11001 - Disclosure - Commitments and Contingencies</link:definition>
  <link:usedOn>link:presentationLink</link:usedOn>
  <link:usedOn>link:calculationLink</link:usedOn>
  <link:usedOn>link:definitionLink</link:usedOn>
</link:roleType>
- <link:roleType
  roleURI="http://www.headwaters.com/taxonomy/role/NotesToFinancialStatementsScheduleOfCondensedFinancialStatementsTextBlock"
  id="NotesToFinancialStatementsScheduleOfCondensedFinancialStatementsTextBlock">
  <link:definition>11101 - Disclosure - Condensed Consolidating Financial Information</link:definition>
  <link:usedOn>link:presentationLink</link:usedOn>
  <link:usedOn>link:calculationLink</link:usedOn>
  <link:usedOn>link:definitionLink</link:usedOn>
</link:roleType>
- <link:roleType roleURI="http://www.headwaters.com/taxonomy/role/DocumentDocumentAndEntityInformationNew"
  id="DocumentDocumentAndEntityInformationNew">
  <link:definition>00090 - Document - Document and Entity Information</link:definition>
  <link:usedOn>link:presentationLink</link:usedOn>
  <link:usedOn>link:calculationLink</link:usedOn>
  <link:usedOn>link:definitionLink</link:usedOn>
</link:roleType>
<link:linkbaseRef xlink:type="simple" xlink:arcrole="http://www.w3.org/1999/xlink/properties/linkbase"
  xlink:role="http://www.xbrl.org/2003/role/calculationLinkbaseRef" xlink:href="hw-20100630_cal.xml" xlink:title="Calculation
  Links, all" />
<link:linkbaseRef xlink:type="simple" xlink:arcrole="http://www.w3.org/1999/xlink/properties/linkbase"
  xlink:role="http://www.xbrl.org/2003/role/definitionLinkbaseRef" xlink:href="hw-20100630_def.xml" xlink:title="Definition Links,
  all" />
<link:linkbaseRef xlink:type="simple" xlink:arcrole="http://www.w3.org/1999/xlink/properties/linkbase"
  xlink:role="http://www.xbrl.org/2003/role/labelLinkbaseRef" xlink:href="hw-20100630_lab.xml" xlink:title="Label Links, all" />
<link:linkbaseRef xlink:type="simple" xlink:arcrole="http://www.w3.org/1999/xlink/properties/linkbase"
  xlink:role="http://www.xbrl.org/2003/role/presentationLinkbaseRef" xlink:href="hw-20100630_pre.xml" xlink:title="Presentation
  Links, all" />
</appinfo>
</annotation>
<import namespace="http://www.xbrl.org/2003/instance" schemaLocation="http://www.xbrl.org/2003/xbrl-instance-2003-12-31.xsd" />
<import namespace="http://www.xbrl.org/2003/linkbase" schemaLocation="http://www.xbrl.org/2003/xbrl-linkbase-2003-12-31.xsd" />
<import namespace="http://xbrl.org/2005/xbrldt" schemaLocation="http://www.xbrl.org/2005/xbrldt-2005.xsd" />
<import namespace="http://xbrl.us/us-types/2009-01-31" schemaLocation="http://taxonomies.xbrl.us/us-gaap/2009/elts/us-types-2009-
  01-31.xsd" />
<import namespace="http://xbrl.us/us-gaap/2009-01-31" schemaLocation="http://taxonomies.xbrl.us/us-gaap/2009/elts/us-gaap-2009-
  01-31.xsd" />
<import namespace="http://xbrl.us/dei/2009-01-31" schemaLocation="http://taxonomies.xbrl.us/us-gaap/2009/non-gaap/dei-2009-01-
  31.xsd" />
<import namespace="http://xbrl.us/us-gaap/negated/2008-03-31" schemaLocation="http://www.xbrl.org/lrr/role/negated-2008-03-
  31.xsd" />
<element name="EnergyTechnologyCostOfGoodsSold" id="hw_EnergyTechnologyCostOfGoodsSold" type="xbrli:monetaryItemType"
  abstract="false" xbrli:periodType="duration" xbrli:balance="debit" nullable="true" substitutionGroup="xbrli:item" />
<element name="EnergyTechnologyRevenue" id="hw_EnergyTechnologyRevenue" type="xbrli:monetaryItemType" abstract="false"
  xbrli:periodType="duration" xbrli:balance="credit" nullable="true" substitutionGroup="xbrli:item" />
<element id="hw_HeavyConstructionMaterialsCostOfGoodsSold" name="HeavyConstructionMaterialsCostOfGoodsSold" nullable="true"
  type="xbrli:monetaryItemType" substitutionGroup="xbrli:item" xbrli:periodType="duration" xbrli:balance="debit" />

```

```

<element name="HeavyConstructionMaterialsRevenue" id="hw_HeavyConstructionMaterialsRevenue" type="xbrli:monetaryItemType"
abstract="false" xbrli:periodType="duration" xbrli:balance="credit" nullable="true" substitutionGroup="xbrli:item" />
<element id="hw_IncomeLossFromContinuingOperationsBeforeIncomeTaxes"
name="IncomeLossFromContinuingOperationsBeforeIncomeTaxes" nullable="true" type="xbrli:monetaryItemType"
substitutionGroup="xbrli:item" xbrli:periodType="duration" xbrli:balance="credit" />
<element id="hw_IncreaseDecreaseInLongTermReceivablesAndDeposits"
name="IncreaseDecreaseInLongTermReceivablesAndDeposits" nullable="true" type="xbrli:monetaryItemType"
substitutionGroup="xbrli:item" xbrli:periodType="duration" xbrli:balance="credit" />
<element id="hw_LightBuildingProductsCostOfGoodsSold" name="LightBuildingProductsCostOfGoodsSold" nullable="true"
type="xbrli:monetaryItemType" substitutionGroup="xbrli:item" xbrli:periodType="duration" xbrli:balance="debit" />
<element name="LightBuildingProductsRevenue" id="hw_LightBuildingProductsRevenue" type="xbrli:monetaryItemType" abstract="false"
xbrli:periodType="duration" xbrli:balance="credit" nullable="true" substitutionGroup="xbrli:item" />
<element name="NotesToFinancialStatementsAbstract" id="hw_NotesToFinancialStatementsAbstract" type="xbrli:stringItemType"
abstract="true" xbrli:periodType="duration" nullable="true" substitutionGroup="xbrli:item" />
<element name="SharesOutstandingAsPreviouslyReported" id="hw_SharesOutstandingAsPreviouslyReported" type="xbrli:sharesItemType"
abstract="false" xbrli:periodType="instant" nullable="true" substitutionGroup="xbrli:item" />
<element id="hw_StockholdersEquityAndShareCompensationDisclosureTextBlock"
name="StockholdersEquityAndShareCompensationDisclosureTextBlock" nullable="true" type="us-types:textBlockItemType"
substitutionGroup="xbrli:item" xbrli:periodType="duration" />
<element id="hw_StockholdersEquityAsPreviouslyReported" name="StockholdersEquityAsPreviouslyReported" nullable="true"
type="xbrli:monetaryItemType" substitutionGroup="xbrli:item" xbrli:periodType="instant" xbrli:balance="credit" />
<element name="TotalOtherAssets" id="hw_TotalOtherAssets" type="xbrli:monetaryItemType" abstract="false" xbrli:periodType="instant"
xbrli:balance="debit" nullable="true" substitutionGroup="xbrli:item" />
<element name="TreasuryStockAndOther" id="hw_TreasuryStockAndOther" type="xbrli:monetaryItemType" abstract="false"
xbrli:periodType="instant" xbrli:balance="debit" nullable="true" substitutionGroup="xbrli:item" />
<element id="hw_DocumentAndEntityInformationAbstract" name="DocumentAndEntityInformationAbstract" nullable="true"
type="xbrli:stringItemType" substitutionGroup="xbrli:item" abstract="true" xbrli:periodType="duration" />
<element id="hw_CumulativeEffectOfChangeInAccountingPrinciple" name="CumulativeEffectOfChangeInAccountingPrinciple" nullable="true"
type="xbrli:monetaryItemType" substitutionGroup="xbrli:item" xbrli:periodType="instant" xbrli:balance="credit" />
</schema>

```