

MDC HOLDINGS INC
Form 4
May 02, 2005

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
BUCHWALD HERBERT T

(Last) (First) (Middle)

3600 S. YOSEMITE STREET, SUITE 900

(Street)

DENVER, CO 80237

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MDC HOLDINGS INC [MDC]

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or Price		
Common Stock \$.01 Par Value	04/29/2005		M		9,457 A \$ 15.35	9,457 (1)	D
Common Stock \$.01 Par Value	04/29/2005		J		9,457 D \$ 0	9,457	I Shareholder of S-Corporation (3)
Common Stock \$.01 Par Value	04/29/2005		S		5,000 D \$ 65.21 (2)	4,457	I Shareholder of S-Corporation (4)

Common Stock \$0.01 Par Value 17,399 I Member of LLC ⁽⁵⁾

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

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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	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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Statutory Stock Option ⁽⁶⁾	\$ 15.35 ⁽¹⁾	04/29/2005		M	9,457	10/01/2001 10/01/2011	Common Stock \$0.01 Par Value	9,457	
Non-Statutory Stock Option ⁽⁶⁾	\$ 23.08 ⁽¹⁾					10/28/2002 10/01/2012	Common Stock \$0.01 Par Value	39,300	
Non-Statutory Stock Option ⁽⁶⁾	\$ 40.98 ⁽¹⁾					10/01/2003 10/01/2013	Common Stock \$0.01 Par Value	35,700	
Non-Statutory Stock Option ⁽⁶⁾	\$ 57.66 ⁽¹⁾					10/01/2004 10/01/2014	Common Stock \$0.01 Par Value	32,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BUCHWALD HERBERT T
3600 S. YOSEMITE STREET X
SUITE 900
DENVER, CO 80237

Signatures

Joseph H. Fretz, 05/02/2005
Attorney-in-Fact

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) All share amounts, exercise prices and option grants have been adjusted to reflect a 1.3 for 1 stock split on January 10, 2005.
- (2) Shares sold at an average sales price of \$65.21 per share pursuant to a single sale order. See Table of Transactions attached hereto for details of sales.
- (3) Shares transferred to an S-Corporation in which the Reporting Person is the sole shareholder.
- (4) Shares owned by an S-Corporation in which the Reporting Person is the sole shareholder.
- (5) Shares owned by a limited liability company in which the Reporting Person is a managing member.
- (6) Represents a stock option under the Company's Stock Option Plan for Non-Employee Directors which meets all of the requirements under Rule 16b-3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.