MDC HOLDINGS INC Form 3 May 26, 2015 FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB

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

OMB APPROVAL

OMB Number: 3235-0104 Expires: January 31, 2005 Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> Martin Robert Nathaniel			2. Date of Event RequiringStatement(Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol MDC HOLDINGS INC [MDC]			
(Last)	(First)	(Middle)	05/23/2015	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)
4350 S. MO STREET,Â)		(Check	all applicable))	
DENVER,Â	(Street) COÂ 8023	37		Director10% Owner XOfficerOther (give title below) (specify below) SVP, CFO, PAO			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Table I - N	Non-Derivat	tive Securiti	ies Be	neficially Owned
1.Title of Secur (Instr. 4)	ity		2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Na Owne (Instr	-
Common Ste	ock \$.01 Pa	ur Value	10,099		D	Â	
Common Stock \$.01 Par Value			292.5		Ι	401(k) Savings Plan (1)	
Reminder: Repo	-	ate line for ea	ach class of securities benefic	^{ially} S	EC 1473 (7-02	2)	

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Non-Statutory Stock Option (right to buy) (2)	04/29/2009	12/01/2015	Common Stock \$.01 Par Value	2,000	\$ 45.04	D	Â
Non-Statutory Stock Option (right to buy) (3)	01/26/2013	01/26/2022	Common Stock \$.01 Par Value	7,500	\$ 21	D	Â
Non-Statutory Stock Option (right to buy) (4)	11/27/2013	11/27/2022	Common Stock \$.01 Par Value	10,000	\$ 34.95	D	Â
Non-Statutory Stock Option (right to buy) (5)	01/22/2015	01/22/2024	Common Stock \$.01 Par Value	10,000	\$ 31.12	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Martin Robert Nathaniel 4350 S. MONACO STREET SUITE 500 DENVER, CO 80237	Â	Â	SVP, CFO, PAO	Â		
Signatures						
Robert N. 05/2	26/2015					

Martin <u>**</u>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).
- (1) Unitized shares held in a stock fund in the Reporting Person's 401(k) Savings Plan which changes on a daily basis.
- Granted on April 29, 2008 under the Company's 2001 Equity Incentive Plan and a Stock Option Agreement. This option vested as to 20%
 (2) of the shares covered thereby on each of April 29, 2009, 2010, 2011, 2012 and 2013. This option was granted at the April 29, 2008 market close price.

Granted on January 26, 2012 under the Company's 2011 Equity Incentive Plan and a Stock Option Agreement. This option vested as to
(3) 25% of the shares covered thereby on each of January 26, 2013, 2014 and 2015. This option will have a final vest of 25% of the shares covered thereby on January 26, 2016. This option was granted at the January 26, 2012 market close price.

Granted on November 27, 2012 under the Company's 2011 Equity Incentive Plan and a Stock Option Agreement. This option vested as to (4) 25% of the shares covered thereby on each of November 27, 2013 and 2014. This option will vest as to 25% of the shares covered thereby

(4) 25% of the shares covered thereby on each of November 27, 2013 and 2014. This option will vest as to 25% of the shares covered thereby on each of November 27, 2015 and 2016. This option was granted at the November 27, 2012 market close price.

(5)

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Granted on January 22, 2014 under the Company's 2011 Equity Incentive Plan and a Stock Option Agreement. The option vested as to 25% of the shares covered thereby on January 22, 2015. This option will vest as to 25% of the shares covered thereby on each of January 22, 2016, 2017 and 2018. This option was granted at the January 22, 2014 market close price.

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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.