

Edgar Filing: MDC HOLDINGS INC - Form SC 13G/A

MDC HOLDINGS INC  
Form SC 13G/A  
February 14, 2002

CUSIP No. 552676 10 8

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

SCHEDULE 13G

Under the Securities and Exchange Act of 1934

(Amendment No. 21)

M.D.C. Holdings, Inc.  
(Name of Issuer)

Common Stock, \$.01 Par Value Per Share  
(Title of Class of Securities)

552676 10 8  
(CUSIP Number)

Check the following box if a fee is being paid with this statement ". (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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ROW 1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Larry A. Mizel 440-40-4759

ROW 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

Not Applicable

(a)

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(b)

ROW 3. SEC USE ONLY

ROW 4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

ROWS 5 THROUGH 8 - NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

ROW 5. SOLE VOTING POWER - 3,967,253 shares

ROW 6. SHARED VOTING POWER - 1,156,059 shares

ROW 7. SOLE DISPOSITIVE POWER -- 3,967,253 shares

ROW 8. SHARED DISPOSITIVE POWER - 1,156,059 shares

ROW 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,123,312 shares

ROW 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

[ ]

ROW 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

19.02%

ROW 12. TYPE OF REPORTING PERSON

IN

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Item 1(a) Name of Issuer: M.D.C. Holdings, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

3600 South Yosemite Street, Suite 900  
Denver, Colorado 80237

Item 2(a) Name of Person Filing: Larry A. Mizel

Item 2(b) Address of Principal Business Office, or, if none, Residence:

3600 South Yosemite Street, Suite 900  
Denver, Colorado 80237

Item 2(c) Citizenship: United States of America

Item 2(d) Title of Class of Securities: common stock, \$.01 par value

per share

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Item 2(e) CUSIP Number: 552676 10 8  
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Item 3 Not Applicable.

Item 4(a) Amount Beneficially Owned: 5,123,312shares

Item 4(b) Percent of Class: 19.02 %  
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Item 4(c) Number of Shares as to Which Such Person Has:  
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(i) Sole power to vote or direct the vote - 3,967,253 shares which includes 3,618,017 shares owned directly, 347,875 shares issuable upon the exercise of stock options (exercisable within 60 days of December 31, 2001) granted to the reporting person under the Issuer's stock option plans and 1,361 shares held in account for the reporting person in the Company's 401(k) Plan.

(ii) Shared power to vote or direct the vote - 1,156,059 shares, which includes 996,655 shares owned by the reporting person's spouse, and 159,404 shares which the reporting person may be deemed to beneficially own because the voting of these shares is controlled by CVentures, Inc., a corporation whose outstanding stock is owned by the Reporting Person and certain trusts of which the reporting person is a beneficiary. The reporting person also is a director and president of CVentures, Inc.

(iii) Sole power to dispose or direct the disposition of - 3,967,253 shares, which includes 3,618,017 shares owned directly by the reporting person, 347,875 shares issuable upon the exercise of stock options (exercisable within 60 days of December 31, 2001) granted to the reporting person under the Issuer's stock option plans and 1,361 shares held in account for the reporting person in the Company's 401(k) Plan.

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(iv) Shared power to dispose or direct the disposition of - 1,156,059 shares, which includes the shares described in response to Item 4(c)(ii) above.

Item 5 Ownership of 5% or Less of a Class: Not Applicable.  
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Item 6 Ownership of More than 5% on Behalf of Another Person: Not Applicable.  
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Item 7 Identification and Classification of the Subsidiary Which  
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Acquired the Securities Being Reported by the Parent  
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Holding Company: Not Applicable.  
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Item 8 Identification and Classification of Members of the Group:  
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Not Applicable.

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Item 9 Notice of Dissolution of Group: Not Applicable.  
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Item 10 Certification: Not Applicable.  
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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2002  
Reporting Ownership  
As of December 31,  
2001

/s/ Larry A. Mizel  
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Larry A. Mizel