

MDC HOLDINGS INC
Form 4
May 27, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
MIZEL LARRY A

(Last) (First) (Middle)

4350 S. MONACO STREET, SUITE 500

(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)
05/23/2014

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)
Chairman of the Board and CEO

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 | (A) or (D) | Price | | | |
| Common Stock \$.01 Par Value | 05/23/2014 | | G | V | 1,000,000 | D | \$ 0 | 4,132,737 | I | By Ari Capital Partners, LLLP ⁽¹⁾ |
| Common Stock \$.01 Par Value | 05/23/2014 | | G | V | 1,000,000 | A | \$ 0 | 1,000,000 | I | By Cascia Holdings LLC ⁽²⁾ |
| Common Stock \$.01 Par Value | | | | | | | | 3,672 | I | By 401(k) ⁽³⁾ |
| | | | | | | | | 1,362,214 | I | |

Common
Stock \$.01
Par Value

By CGM
Capital,
LLLP ⁽⁴⁾

Common
Stock \$.01
Par Value

60,000 D

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

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(9-02)

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 (Instr. 8) | 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MIZEL LARRY A 4350 S. MONACO STREET SUITE 500 DENVER, CO 80237 | X | X | Chairman of the Board and CEO | |

Signatures

Joseph H. Fretz,
Attorney-in-Fact

05/27/2014

**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).

On May 23, 2014, Ari Capital Partners , LLLP ("Ari Capital") transferred 1,000,000 shares to Cascia Holdings LLC, a Colorado limited liability company. Reporting Person may be deemed to have beneficial ownership of the shares held by Ari Capital. The sole general partner of Ari Capital is CVentures, Inc. ("CVentures"), a corporation, which has approximately a 1% partnership interest in Ari Capital.

(1) Reporting Person and family members are the beneficiaries of various trusts which own approximately 50.7% of the stock of CVentures. Also, Reporting Person is a director and chairman of the board of CVentures and may be deemed to control the other approximately 49.3% of the common stock of CVentures. A trust, of which Reporting Person is the sole beneficiary, is the sole limited partner of Ari Capital, and has approximately a 99% partnership interest in Ari Capital. Reporting Person and Reporting Person's spouse are trustees of the trust.

(2) Reporting Person may be deemed to have beneficial ownership of the shares held by Cascia Holdings LLC, a Colorado limited liability company ("Cascia"). Reporting Person and Reporting Person's spouse hold 100% of the outstanding LLC units in Cascia. Reporting Person's spouse is the sole manager of Cascia.

(3) Unitized shares held in a stock fund in the Reporting Person's 401(k) Savings Plan which changes on a daily basis.

(4) Reporting Person may be deemed to have beneficial ownership of the shares held by CGM Capital LLLP ("CGM Capital"). The general partner of CGM Capital is CVentures, Inc. ("CVentures"), which has a 1% partnership interest in CGM Capital. A trust, of which Reporting Person's spouse is the sole beneficiary, is the sole limited partner of CGM Capital, and has a 99% partnership interest in CGM Capital. Reporting Person and Reporting Person's spouse are trustees of this trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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