

Edgar Filing: MDC HOLDINGS INC - Form 4/A

MDC HOLDINGS INC

Form 4/A

November 20, 2002

FORM 4

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

| | 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

(Print or Type Responses)

Filed pursuant to Section 16(a) of the Securities Exchange
Section 17(a) of the Public Utility Holding Company
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship to Issuer		
Reece, III Paris G.			M.D.C. Holdings, Inc. / MDC			_____ Director		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person if an entity (voluntary)			4. Statement for Month/Day/Year		
3600 S. Yosemite St, #900						_____ Of (give title)		
(Street)						Exec		
						Print		
Denver, Colorado 80237						_____		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed			5. If Amendment, Date of Original (Month/Day/Year)		
						November 18, 2002		
						7. Individual ()		
						_____ For		
						_____ For Rep		
1. Title of Security (Instr.3)			2. Transaction Date	2A. Deemed Execution Date, if any	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 (Instr.3 and
			(Month/Day/Year)	(Month/Day/Year)	Code V	Amount	(A) (D) Price	
Common Stock \$.01 Par Value			11/18/02		A	4,458 (x)	A	124,748
								1,530 (y)

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[illegible]

Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 3)	2. Con- ver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execu- tion Date, if any (Month/ Day/ Year)	4. Trans- action 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.			
				Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	
Incentive Stock Opt (1)	\$ 9.41							12/01/98	12/01/02	Co St Pa
Non-Statutory Stock Opt (2)	\$14.93							11/20/99	11/20/03	
Non-Statutory Stock Opt (3)	\$12.86							11/19/00	11/19/04	
Non-Statutory Stock Opt (4)	\$24.17							12/01/01	12/01/05	
Non-Statutory Stock Opt (5)	\$29.05							11/19/02	11/19/11	
Non-Statutory Stock Opt (6)	\$33.65	11/18/02		A		35,000		11/18/04	11/18/07	
Non-Statutory Stock Opt (7)	\$33.65	11/18/02		A		35,000		11/18/05	11/18/12	

(CONTINUED) Table II - Derivative Securities Acquired, Disposed of, or Beneficially		
(e.g., puts, calls, warrants, options, convertible securities)		
9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of

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24,200	D	
36,300	D	
84,700	D	
84,700	D	
77,000	D	
35,000	D	
35,000	D	

Explanation of Responses: SEE FOOTNOTES ON PAGE 3

/s/ Paris G. Reece III

**Signature of Reporting Person

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

* 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).

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

Paris G. Reece, III
3600 S. Yosemite St, #900
Denver, CO 80237

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Amended Statement for November 18, 2002
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(x) Shares of restricted stock granted November 18, 2002 for no cash consideration pursuant to the Company's Employee Equity Incentive Plan and a Restricted Stock Agreement. Pursuant to the terms of the plan, the restrictions will lapse as to 25% of the shares on November 18, 2003, and cumulatively as to 25% on each of November 18, 2004, 2005 and 2006.

(y) Shares are held in Reporting Person's 401(k) Savings Plan account which changes on a quarterly basis.

(1) Granted on December 1, 1997 under the Company's Employee Equity Incentive Plan. The restrictions will lapse as to 25% of the shares covered thereby on December 1, 1998 and cumulatively as to another 25% on December 1, 1999, 2000 and 2001.

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- (2) Granted on November 20, 1998 under the Company's Employee Equity Incentive Plan. 25% of the shares covered thereby on November 20, 1999 and cumulatively as to and November 20, 2000, 2001 and 2002.
- (3) Granted on November 19, 1999 under the Company's Employee Equity Incentive Plan. 25% of the shares covered thereby on November 19, 2000 and cumulatively as to and November 19, 2001, 2002 and 2003.
- (4) Granted on December 1, 2000 under the Company's Employee Equity Incentive Plan. 25% of the shares covered thereby on December 1, 2001 and cumulatively as to and December 1, 2002, 2003 and 2004.
- (5) Granted on December 10, 2001 (effective November 19, 2001) under the Company's Employee Equity Incentive Plan. This option vests as to 25% of the shares covered thereby on November 19, 2002, to an additional 25% on each of November 19, 2003, 2004 and 2005.
- (6) Granted on November 18, 2002 under the Company's Employee Equity Incentive Plan. 25% of the shares covered thereby on November 18, 2004; 25% of the shares covered thereby on November 18, 2005; and 50% of the shares covered thereby on November 18, 2006.
- (7) Granted on November 18, 2002 under the Company's 2001 Equity Incentive Plan. This option vests as to 25% of the shares covered thereby on November 18, 2005; and 75% of the shares covered thereby on November 18, 2006.