

MEADOW VALLEY CORP
Form 4
March 28, 2005

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 *
TERRILL ALAN

2. Issuer Name and Ticker or Trading Symbol
**MEADOW VALLEY CORP
[MVCO]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

4411 SOUTH 40TH STREET

(Street)

PHOENIX, AZ 85040

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2005

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

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Exercise option to purchase common stock \$.001 par value	03/24/2005	03/24/2005	M		10,000	A	\$ 1.46
Common Stock \$.001 par value	03/24/2005	03/24/2005	S		2,000	D	\$ 7.1293
	03/24/2005	03/24/2005	S		100	D	\$ 7.11

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Common Stock \$.001 par value								
Common Stock \$.001 par value	03/24/2005	03/24/2005	S	400	D	\$ 7.0525	109,614	D
Common Stock \$.001 par value	03/24/2005	03/24/2005	S	2,000	D	\$ 7.052	107,614	D
Common Stock \$.001 par value	03/24/2005	03/24/2005	S	2,000	D	\$ 7	105,614	D
Common Stock \$.001 par value	03/24/2005	03/24/2005	S	1,500	D	\$ 6.83	104,114	D
Common Stock \$.001 par value	03/24/2005	03/24/2005	S	2,000	D	\$ 6.7715	102,114	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Exercise option to purchase	\$ 1.46	03/24/2005	03/24/2005	M	10,000	11/19/2004	11/19/2013	Common Stock	10,000

common
stock
\$.001 par
value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TERRILL ALAN 4411 SOUTH 40TH STREET PHOENIX, AZ 85040	X		COO	

Signatures

/s/ Clint Tryon
Attorney-in-fact

03/28/2005

__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).

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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