

MEADOW VALLEY CORP
Form 4
September 16, 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 *
NORTON CHARLES

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)

3. Date of Earliest Transaction (Month/Day/Year)
09/14/2005

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

4411 SOUTH 40TH STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PHOENIX, AZ 85040

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Exercise option to purchase Common Stock \$.001 par value | 09/14/2005 | 09/14/2005 | M | 7,500 A | \$ 2.4375 7,500 | D | |
| Exercise option to purchase Common Stock | 09/14/2005 | 09/14/2005 | M | 2,000 A | \$ 1.46 9,500 | D | |

\$.001 par value

Common Stock
\$.001 par value

09/14/2005 09/14/2005 S 9,500 D \$ 10.2721 0 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. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Exercise option to purchase Common Stock \$.001par value | \$ 2.4375 | 09/14/2005 | 09/14/2005 | M | 7,500 | 03/08/2002 03/08/2011 | Common Stock | 7,500 |
| Exercise option to purchase Common Stock \$.001 par value | \$ 1.46 | 09/14/2005 | 09/14/2005 | M | 2,000 | 11/19/2004 11/19/2013 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---|
| | Director 10% Owner Officer Other |

NORTON CHARLES
4411 SOUTH 40TH STREET X
PHOENIX, AZ 85040

Signatures

/s/ Clint Tryon
Attorney-in-fact 09/16/2005

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.

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.