

LARSON BRADLEY E
Form 4
December 22, 2008

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 *
LARSON BRADLEY E

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)
4602 E. THOMAS ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2008

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

PHOENIX, AZ 85018

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Exercise options to purchase common stock	12/18/2008	12/18/2008	M		7,000	A	\$ 3.875
Exercise options to purchase common stock	12/18/2008	12/18/2008	M		33,334	A	\$ 1.46
							140,196

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 options to purchase common stock	\$ 3.875	12/18/2008	12/18/2008	M	7,000	<u>(1)</u> 10/21/2009	Common stock	7,000
Exercise options to purchase common stock	\$ 1.46	12/18/2008	12/18/2008	M	33,334	<u>(2)</u> 11/19/2013	Common stock	33,334

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LARSON BRADLEY E 4602 E. THOMAS ROAD PHOENIX, AZ 85018	X		President/CEO	

Signatures

/s/ David D. Doty,
Attorney-in-fact

12/22/2008

**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).

(1) On October 21, 1999, reporting person was granted 7,000 options to purchase common stock. The options vest in three installments of 2,333, 2,333 and 2,334 options each on October 21, 2000, 2001 and 2002, respectively.

(2) On November 19, 2003, reporting person was granted 50,000 options to purchase common stock. The options vest in three installments of 16,666, 16,666 and 16,667 options each year on November 19, 2004, 2005 and 2006 respectively.

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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