MDC HOLDINGS INC

Form 4

December 03, 2004

OMB APPROVAL

OMB 3235-0287 Number:

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5. Relationship of Reporting Person(s) to

396,161

 $2,094^{(1)}$

Ι

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

Common Stock \$.01

Par Value

Common

Stock \$.01

1. Name and Address of Reporting Person *

MIZEL LARRY A			Symbol MDC HOLDINGS INC [MDC]				Issuer			
~)							(Check all applicable)			
(Last)	(First)		3. Date of Earliest Transaction					** 40	~ ~	
2600 C MOCENTEE			(Month/Day/Year)				X DirectorX 10% OwnerX Officer (give title Other (specify			
3600 S. YOSEMITE STREET, SUITE 900			12/03/2004				below) below)			
SIREEI, S	011E 900						Chairman	of the Board ar	nd CEO	
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
DENVER, CO 80237			Person					eporting		
(City)	(State)	(Zip)	able I - Non-De	erivative S	Secur	ities Acq	uired, Disposed o	f, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	e 2A. Deemed		4. Securiti			5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	· · · · · · · · · · · · · · · · · · ·		` /		` /	Securities	Ownership	Indirect	
(Instr. 3)		any (Month/Day/Yea		(Instr. 3, 4	and 3	5)	Beneficially Owned	Form: Direct (D) or	Ownership	
		(Monuil Day) 1 ea		Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)	
Common							20171	_		
Stock \$.01 Par Value							3,915,771	D		
Common Stock \$.01 Par Value	12/03/2004		S 3	36,800	D	\$ 78.14	1,052,601	I	Shares owned by spouse (2)	

Indirect

beneficial

owner (3)

401(K)

Savings

Par Value Plan account

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable Date	Date	Title	of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MIZEL LARRY A 3600 S. YOSEMITE STREET SUITE 900 DENVER, CO 80237	X	X	Chairman of the Board and CEO					

Signatures

Joseph H. Fretz, 12/03/2004 Attorney-in-Fact Date

**Signature of Reporting Person

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).
- Shares are held in Reporting Person's 401(K) Savings Plan account which changes on a monthly basis.
- Shares owned by the Reporting Person's spouse.

(3)

Reporting Owners 2

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Reporting Person may be deemed to be an indirect beneficial owner of these shares because his spouse owns all of the voting units in CLCD LLC, a limited liability company that owns these shares. In addition, he is the beneficiary of various trusts which own 50.6885% of the stock of CVentures, Inc., a corporation which is the sole manager of CLCD LLC. Also, Reporting Person owns 49.3115% of the common stock of CVentures, Inc. in his own name and he is a director and president of CVentures, Inc.

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.