

Edgar Filing: MDC HOLDINGS INC - Form 4

MDC HOLDINGS INC  
 Form 4  
 December 09, 2002

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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		
Mandarich, David D.			M.D.C. Holdings, Inc. / MDC			_X_ Director		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person if an entity (voluntary)			4. Statement for Month/Day/Year		
						December 9, 2002		
3600 S. Yosemite St, #900						Pres		
(Street)						5. If Amendment, Date of Original (Month/Day/Year)		
						7. Individual ( )		
						_X_ For		
						___ For		
Denver, Colorado 80237						Rep		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed					

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 (Instr.3 and 4)
Common Stock \$.01 Par Value	12/09/02		G	4,800 D	1,727,356
	12/09/02		G	1,200 A	1,200
					1,530 (y)

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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. 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. Expiration Date	8. Code	9. V
Non-Statutory Stock Opt (1)	\$12.86					11/19/00	11/19/04		
Non-Statutory Stock Opt (2)	\$14.93					11/20/99	11/20/03		
Incentive Stock Opt (3)	\$ 9.41					12/01/98	12/01/03		
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					11/18/04	11/18/07		
Non-Statutory Stock Opt (7)	\$33.65					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
181,500	D	

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121,000	D
35,196	D
181,500	D
275,000	D
125,000	D
125,000	D

Explanation of Responses: SEE FOOTNOTES ON PAGE 3

For: David D. Mandarich

By: /S/ Joseph H. Fretz

Joseph H. Fretz  
Attorney-in-Fact

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.

David D. Mandarich  
3600 S. Yosemite St, #900  
Denver, CO 80237

M.D.C. Holdings, Inc. / MDC  
Statement for December 9, 2002  
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- (y) Shares are held in Reporting Person's 401(k) Savings Plan account which changes on
- (1) Granted on November 19, 1999 under the Company's Employee Equity Incentive Pla  
25% of the shares covered thereby on November 19, 2000 and cumulatively as to an  
November 19, 2001, 2002 and 2003.
- (2) Granted on November 20, 1998 under the Company's Employee Equity Incentive Pla  
25% of the shares covered thereby on November 20, 1999 and cumulatively as to an  
November 20, 2000, 2001 and 2002.
- (3) Granted on December 1, 1997 under the Company's Employee Equity Incentive Pla

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25% of the shares covered thereby on December 1, 1998 and cumulatively as to an December 1, 1999, 2000 and 2001.

- (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 an December 1, 2002, 2003 and 2004.
- (5) Granted on December 10, 2001 (effective November 19, 2001) under the Company's 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. 25% of the shares covered thereby on November 18, 2005; and 75% of the shares covered thereby on November 18, 2006.