

MDC HOLDINGS INC
 Form 3
 May 26, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Martin Robert Nathaniel | | (Month/Day/Year) | MDC HOLDINGS INC [MDC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 4350 S. MONACO STREET,Â SUITE 500 | | 05/23/2015 | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| DENVER,Â COÂ 80237 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | SVP, CFO, PAO | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock \$.01 Par Value | 10,099 | D | Â |
| Common Stock \$.01 Par Value | 292.5 | I | 401(k) Savings Plan ⁽¹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|------------------------------|----------------------------|---------------------|---|---|
| Non-Statutory Stock Option (right to buy) ⁽²⁾ | 04/29/2009 | 12/01/2015 | Common Stock \$.01 Par Value | 2,000 | \$ 45.04 | D | Â |
| Non-Statutory Stock Option (right to buy) ⁽³⁾ | 01/26/2013 | 01/26/2022 | Common Stock \$.01 Par Value | 7,500 | \$ 21 | D | Â |
| Non-Statutory Stock Option (right to buy) ⁽⁴⁾ | 11/27/2013 | 11/27/2022 | Common Stock \$.01 Par Value | 10,000 | \$ 34.95 | D | Â |
| Non-Statutory Stock Option (right to buy) ⁽⁵⁾ | 01/22/2015 | 01/22/2024 | Common Stock \$.01 Par Value | 10,000 | \$ 31.12 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Martin Robert Nathaniel 4350 S. MONACO STREET SUITE 500 DENVER, CO 80237 | Â | Â | Â SVP, CFO, PAO | Â |

Signatures

Robert N. Martin 05/26/2015

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Unitized shares held in a stock fund in the Reporting Person's 401(k) Savings Plan which changes on a daily basis.

Granted on April 29, 2008 under the Company's 2001 Equity Incentive Plan and a Stock Option Agreement. This option vested as to 20% of the shares covered thereby on each of April 29, 2009, 2010, 2011, 2012 and 2013. This option was granted at the April 29, 2008 market close price.

(3) 25% of the shares covered thereby on each of January 26, 2013, 2014 and 2015. This option will have a final vest of 25% of the shares covered thereby on January 26, 2016. This option was granted at the January 26, 2012 market close price.

(4) 25% of the shares covered thereby on each of November 27, 2013 and 2014. This option will vest as to 25% of the shares covered thereby on each of November 27, 2015 and 2016. This option was granted at the November 27, 2012 market close price.

(5)

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Granted on January 22, 2014 under the Company's 2011 Equity Incentive Plan and a Stock Option Agreement. The option vested as to 25% of the shares covered thereby on January 22, 2015. This option will vest as to 25% of the shares covered thereby on each of January 22, 2016, 2017 and 2018. This option was granted at the January 22, 2014 market close price.

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Remarks:

ExhibitÂ List:Â Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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