## Edgar Filing: Martin Robert Nathaniel - Form 4

Martin Rober	t Nathaniel										
Form 4											
February 04,											
FORM	<b>4</b> UNITED S	TATES S					NGE (	COMMISSION		PPROVAL 3235-0287	
Check this if no long subject to Section 16	er <b>STATEM</b>	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires: January 31 2005 Estimated average burden hours per	
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 193 Section 17(a) of the Public Utility Holding Company Act of 1935 or Se 30(h) of the Investment Company Act of 1940							f 1935 or Sectio	response	0.5		
(Print or Type R	esponses)										
1. Name and Ad Martin Robe	Sy	2. Issuer Name <b>and</b> Ticker or Trading Symbol MDC HOLDINGS INC [MDC]					5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Mi		3. Date of Earliest Transaction					(Chee	ck all applicable	e)	
			(Month/Day/Year) 02/01/2019					Director 10% Owner X Officer (give title Other (specify below) below) SVP, CFO, PAO			
				ndment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
DENVER, C	CO 80237								More than One Re		
(City)	(State) (Z	Zip)	Table	I - Non-De	erivative S	Securi	ties Aco	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3,	l (A) o l of (D	)	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 Beneficial Ownership (Instr. 4)	
Common Stock \$.01 Par Value	02/01/2019			A	8,376 (1)	(D) A	\$ 0	47,930	D		
Common Stock \$.01 Par Value								380	I	By 401(k)	

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

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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Addres</b>	s	Relationships							
	Director	10% Owner	Officer	Other					
Martin Robert Nathaniel 4350 S. MONACO STREET SUITE 500 DENVER, CO 80237			SVP, CFO, PAO						
Signatures									
Robert Nathaniel Martin	02/04/2019	)							
<u>**</u> Signature of Reporting	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).
- Shares of restricted stock granted on February 1, 2019 for no cash consideration pursuant to the Company's 2011 Equity Incentive Plan
  (1) and a Restricted Stock Agreement. Pursuant to the Restricted Stock Agreement, the restrictions will lapse as to 33-1/3% of the shares on each of February 1, 2020, 2021 and 2022.
- (2) Unitized shares held in a stock fund in the Reporting Person's 401(k) Savings Plan which changes on a daily basis.

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.

Person