

Edgar Filing: MDC HOLDINGS INC - Form 4/A

MDC HOLDINGS INC
 Form 4/A
 November 20, 2002

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		
Touff, Michael			M.D.C. Holdings, Inc. / MDC			_____ Director		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person if an entity (voluntary)			4. Statement for Month/Day/Year		
						_____ Officer (give title)		
3600 S. Yosemite St, #900						_____ Senior Officer		
(Street)						5. If Amendment, Date of Original (Month/Day/Year)		
						7. Individual ()		
						_____ For		
Denver, Colorado 80237						November 18, 2002		
						_____ For 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	11/18/02		A	1,189 (x) A	50,255.046
					9,812 (y)
					6,050

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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	7. Nature of	
Incentive Stock Opt (1)	\$ 9.41					12/01/98	12/01/02		Co
Non-Statutory Stock Opt (2)	\$14.93					11/20/99	11/20/03		St
Non-Statutory Stock Opt (3)	\$12.86					11/19/00	11/19/04		Pa
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	11/18/02		A	15,000	11/18/04	11/18/07		

(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					
12,100	D								

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12,100	D
36,300	D
36,300	D
33,000	D
15,000	D

Explanation of Responses: SEE FOOTNOTES ON PAGE 3

/S/ Michael Touff

 **Signature of Reporting Person

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.

Michael Touff
 3600 S. Yosemite St, #900
 Denver, CO 80237

M.D.C. Holdings, Inc. / MDC
 Amended Statement for November 18, 2002
 Page 3 of 3

(x) Shares of restricted stock granted November 18, 2002 for no cash consideration pursuant to the Company's Employee Equity Incentive Plan and a Restricted Stock Agreement. Pursuant to the terms of the plan, the restrictions will lapse as to 25% of the shares on November 18, 2003, and cumulatively as to 25% on each of November 18, 2004, 2005 and 2006.

(y) Shares are held in Reporting Person's 401(k) Savings Plan account which changes on a regular basis.

(1) Granted on December 1, 1997 under the Company's Employee Equity Incentive Plan. The restrictions will lapse as to 25% of the shares covered thereby on December 1, 1998 and cumulatively as to another 25% on December 1, 1999, 2000 and 2001.

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- (2) Granted on November 20, 1998 under the Company's Employee Equity Incentive Plan. 25% of the shares covered thereby on November 20, 1999 and cumulatively as to an November 20, 2000, 2001 and 2002.
- (3) Granted on November 19, 1999 under the Company's Employee Equity Incentive Plan. 25% of the shares covered thereby on November 19, 2000 and cumulatively as to an November 19, 2001, 2002 and 2003.
- (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 Employee 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.