

MDC HOLDINGS INC
Form 4
May 17, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN 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 *
TOUFF MICHAEL

(Last) (First) (Middle)

4350 S. MONACO STREET, SUITE 500

(Street)

DENVER, CO 80237

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MDC HOLDINGS INC [MDC]

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP and General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 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(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | Code | V | Amount or Price (A) or (D) | | | |
| Common Stock \$.01 Par Value | 05/16/2017 | | M | | 31,500 (1) | A | \$ 27.98 148,027 (1) | D |
| Common Stock \$.01 Par Value | 05/16/2017 | | S | | 31,500 (1) | D | \$ 34.32 116,527 (1) (2) | D |
| Common Stock \$.01 Par Value | 05/16/2017 | | M | | 26,250 (1) | A | \$ 27.42 142,777 (1) (1) | D |
| Common Stock \$.01 | 05/16/2017 | | S | | 26,250 (1) | D | \$ 34.44 116,527 (1) | D |

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| | | | | | | | | |
|-----------------------------|------------|---|---------------|---|-----------------|---------|-----|--------------------|
| Par Value | | | | | (3) | | | |
| Common Stock \$01 Par Value | 05/16/2017 | M | 26,250 (1) | A | \$ 23.28 (1) | 142,777 | (1) | D |
| Common Stock \$01 Par Value | 05/16/2017 | S | 26,250 (1) | D | \$ 34.44 (3) | 116,527 | (1) | D |
| Common Stock \$01 Par Value | | | | | | 26,372 | (1) | I By 401(k) (4) |
| Common Stock \$01 Par Value | | | | | | 9,991 | (1) | I By IRA Rollover |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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. 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. Title and Amount of Underlying Security (Instr. 3 and 4) | Am or Nur of S | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------------|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Non-Statutory Stock Option (right to buy) (5) | \$ 27.98 (1) | 05/16/2017 | | M | 31,500 | 12/30/2011 | 12/30/2018 | Common Stock \$01 Par Value | 31 |
| Non-Statutory Stock Option (right to buy) (5) | \$ 27.42 (1) | 05/16/2017 | | M | 26,250 | 12/30/2013 | 12/30/2020 | Common Stock \$01 Par Value | 26 |
| Non-Statutory Stock Option (right to buy) (6) | \$ 23.28 (1) | 05/16/2017 | | M | 26,250 | 03/08/2015 | 03/08/2022 | Common Stock \$01 Par Value | 26 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TOUFF MICHAEL 4350 S. MONACO STREET SUITE 500 DENVER, CO 80237 | | | Sr VP and General Counsel | |

Signatures

Michael Touff 05/17/2017
 __Signature of Date
 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).
- (1) All share amounts and exercise prices have been adjusted to reflect the distribution of a five percent (5%) stock dividend on December 20, 2016.
 The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$34.00 to \$34.63, inclusive. The reporting person undertakes to provide M.D.C. Holdings, Inc., any security holder of M.D.C. Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$34.29 to \$34.74, inclusive. The reporting person undertakes to provide M.D.C. Holdings, Inc., any security holder of M.D.C. Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) Unitized shares held in a stock fund in the Reporting Person's 401(k) Savings Plan which changes on a daily basis.
- (4) Represents a stock option under the Company's 2001 Equity Incentive Plan, which meets all of the requirements under Rule 16b-3.
- (5) Represents a stock option under the Company's 2011 Equity Incentive Plan, which meets all of the requirements under Rule 16b-3.
- (6)

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.