

Edgar Filing: MDC HOLDINGS INC - Form SC 13D/A

MDC HOLDINGS INC  
Form SC 13D/A  
February 11, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 7)

M.D.C. HOLDINGS, INC.  
(Name of Issuer)

Common Stock, \$0.01 Per Share  
(Title of Class of Securities)

552676108  
(CUSIP Number)

David D. Mandarich, 3600 S. Yosemite St., Suite 900, Denver, CO 80237  
(303) 773-1100

(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

December 28, 2001  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13-d-1 (b) (3) or 4, check the following box [ ].

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

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CUSIP No. 552676108  
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1 NAME OF REPORTING PERSON - S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON  
David D. Mandarich  
522-60-8720

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
Not Applicable (b) [ ]

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3 SEC USE ONLY

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4 SOURCE OF FUNDS  
00

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS (a) [ ]

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2(d) or 2 (E)  
Not Applicable

(b) [ ]

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6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America  
-----  
7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
SOLE VOTING POWER  
2,094,702  
-----  
8 SHARED VOTING POWER  
0  
-----  
9 SOLE DISPOSITIVE POWER  
2,094,702  
-----  
10 SHARED DISPOSITIVE POWER  
0  
-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,094,702  
-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]  
Not Applicable  
-----  
13 PERCENT OF CLASS REPRESENTED BY THE AMOUNT IN ROW (11)  
7.78 %  
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14 TYPE OF REPORTING PERSON  
IN  
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CUSIP NO. 552676108  
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AMENDMENT  
NO. 7  
TO THE  
SCHEDULE 13D

The Reporting Person, David D. Mandarich hereby amends his Schedule 13D relating to Common Stock, par value \$0.01, of M.D.C. Holdings, Inc.

Item 5. Interest in Securities of the Issuer

(a) (b) As of the close of business on February 5, 2002, the Reporting Person, by virtue of the language of Rule 13d-3, may be deemed to own beneficially and to hold the sole power to vote and dispose of, in the aggregate the number and percentage of the Issuer's Common Stock set forth below opposite his name (based upon the number of shares of the Issuer's Common Stock that were reported to be outstanding in the Issuer's Form 10-K as of December 31, 2001).

| Name                       | Shares of Common Stock | Percentage |
|----------------------------|------------------------|------------|
| David D. Mandarich (1) (2) | 2,094,702              | 7.78 %     |

(1) Includes 13,310 shares of Common Stock owned by the Reporting Person's

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minor children and 1,361 shares of Common Stock held in the Reporting Person's 401(k) Plan account.

- (2) Includes 347,875 shares of Common Stock that the Reporting Person has the right to acquire within 60 days of February 5, 2002.

(c) The following table sets forth the transactions by the Reporting Person listed in Item 5(a) during the past sixty days.

| Trade Date | Price Per Share (\$) | David D. Mandarich |
|------------|----------------------|--------------------|
| 12/28/01   | -----                | 157,469 (1)        |
| 12/28/01   | -----                | 1,210 (1)          |

(1) Reflects the effect of the distribution of a 10% stock dividend to the Reporting Person and the Reporting Person's minor children, respectively, as of December 28, 2001.

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2002

By: /s/ David D. Mandarich  
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David D. Mandarich  
President, Chief Operating  
Officer and Director