Berman Michael A Form 4 August 01, 2012

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Berman Michael A

2. Issuer Name and Ticker or Trading

Symbol

MDC HOLDINGS INC [MDC]

(First) (Middle) (Last) 3. Date of Earliest Transaction

Execution Date, if

(Month/Day/Year)

(Month/Day/Year)

4350 S. MONACO STREET, SUITE 08/01/2012

2. Transaction Date 2A. Deemed

500

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

Issuer

below)

X_ Director

Officer (give title

DENVER, CO 80237

1.Title of

Security

(Instr. 3)

(City) (State) (Zip)

(Month/Day/Year)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3.

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

Securities Beneficially Owned Following Reported

5. Amount of

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4)

(Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

Edgar Filing: Berman Michael A - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)				
				Code V	/ (A) ((D) Date Exercisabl	Expiration e Date	Title	Amount or Number of Shares
Non Statutory Stock Option (right to buy) (1)	\$ 31.77	08/01/2012		A	25,000	02/01/20	013 08/01/2022	Common Stock \$.01 Par Value	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
Berman Michael A 4350 S. MONACO STREET SUITE 500 DENVER, CO 80237	X					

Signatures

Joseph H. Fretz,
Attorney-in-Fact

**Signature of Reporting Person

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).
- (1) Represents a stock option under the Company's 2011 Stock Option Plan for Non-Employee Directors, which meets all of the requirements under Rule 16b-3.

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.

Reporting Owners 2