

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

MDC HOLDINGS INC
Form SC 13D/A
January 15, 2004

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 9)

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)

January 13, 2004
(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 13d-1 (e), 13d-1(f) or 13d-1(g), 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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- 1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
David D. Mandarich

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

- 3 SEC USE ONLY

- 4 SOURCE OF FUNDS
Not Applicable

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2 (e) []
Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
SOLE VOTING POWER
2,460,737

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
2,460,737

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,460,737

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)
8.23 %

14 TYPE OF REPORTING PERSON
IN

CUSIP No. 552676108

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AMENDMENT
NO. 9
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 2. Identity and Background

(b) The Reporting Person's business address is: 3600 South Yosemite Street, Suite 900, Denver, CO 80237.

(c) The Reporting Person's present principal employment is as President, Chief Operating Officer and Director of M.D.C. Holdings, Inc., 3600 South Yosemite Street, Suite 900, Denver, CO 80237.

Item 5. Interest in Securities of the Issuer

(a)-(b) As of the close of business on January 13, 2004, the

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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-Q as of September 30, 2003).

Name	Shares of Common Stock	Percentage
David D. Mandarich (1) (2)	2,460,737	8.23 %

- (1) Includes 1,320 shares of Common Stock owned by the Reporting Person's minor children and 1,829 shares of Common Stock held in the Reporting Person's 401(k) Plan account.
- (2) Includes 475,637 shares of Common Stock that the Reporting Person has the right to acquire within 60 days of January 12, 2004.

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(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
11/17/03	n/a	176,575 (1)

(1) Reflects the grant of an option covering 176,575 shares under the Company's 2001 Equity Incentive Plan. This option vest as to 20% of the shares covered thereby on November 17, 2006, and cumulatively as to an additional 20% on each of November 17, 2007, 2008, 2009 and 2010.

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: January 13, 2004.

By: /s/ David D. Mandarich

David D. Mandarich
President, Chief Operating
Officer and Director