REECE PARIS G III

Form 4

August 03, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31,

OMB APPROVAL

2005 Estimated average

burden hours per response... 0.5

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** REECE PARIS G III			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			MDC HOLDINGS INC [MDC]								
(Last)	(First)	(Middle)		Earliest Tra	nsaction						
4350 S. MONACO STREET, SUITE 500 (Street)			(Month/Day/Year) 08/01/2017				_X_ Director 10% Owner Officer (give title below) Other (specify below)				
			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
DENVER, C	O 80237		Filed(Mont	h/Day/Year)				Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Pe		
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecuri	ties Acc	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Do (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3,	(A) o of (D)	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 Beneficial Ownership (Instr. 4)	
Common Stock \$.01 Par Value	08/01/2017			A	4,300 (1)	A	\$0	8,700 (2)	D		

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

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

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
REECE PARIS G III 4350 S. MONACO STREET SUITE 500 DENVER, CO 80237	X						

Signatures

Paris G. Reece
III

**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).
 - Shares of restricted stock awarded on August 1, 2017 for no cash consideration pursuant to the Company's 2011 Stock Option Plan for
- (1) Non-Employee Directors as amended and a Restricted Stock Award Agreement. Pursuant to the Restricted Stock Award Agreement, the restrictions will lapse on the date that is seven months after the grant date.
- (2) All share amounts have been adjusted to reflect the distribution of a five percent (5%) stock dividend on December 20, 2016.

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.

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