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MDC HOLDINGS INC
Form 8-K
February 27, 2003

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): February 26, 2003

M.D.C. Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware	1-8951	84-0622967
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(State or other jurisdiction of incorporation)	(Commission file number)	(I.R.S. employer identification no.)

3600 South Yosemite Street, Suite 900, Denver, Colorado 80237

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (303) 773-1100

Not Applicable

(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS

On February 26, 2003, the Compensation Committee and the Board of Directors of M.D.C. Holdings, Inc. approved restated Employment Agreements for Larry A. Mizel and David D. Mandarich.

ITEM 7. EXHIBITS

Exhibit Number	Description
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- Exhibit 99.1 Employment Agreement between M.D.C. Holdings, Inc. and
Larry A. Mizel, restated as of February 26, 2003.
- Exhibit 99.2 Employment Agreement between M.D.C. Holdings, Inc. and
David D. Mandarich, restated as of February 26, 2003.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934,
the Registrant has duly caused this report to be signed on its behalf by the
undersigned thereunto duly authorized.

M.D.C. HOLDINGS, INC.

Dated: February 26, 2003

By: /s/ Joseph H. Fretz

Joseph H. Fretz
Secretary and Corporate
Counsel

INDEX TO EXHIBITS

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Exhibit 99.2	Employment Agreement between M.D.C. Holdings, Inc. and David D. Mandarich, restated as of February 26, 2003.