

MDC HOLDINGS INC
Form SC 13D/A
January 28, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D**

**Under the Securities Exchange Act of 1934
(Amendment No. 13)**

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, 4350 S. Monaco St., Suite 500, Denver, CO 80237

(303) 773-1100

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

January 28, 2008

(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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1 NAME OF REPORTING PERSON
David D. Mandarich

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

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
3,780,808

8 SHARED VOTING POWER
943

9 SOLE DISPOSITIVE POWER
3,780,808

10 SHARED DISPOSITIVE POWER
943

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,781,751

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 Not Applicable

o

13 PERCENT OF CLASS REPRESENTED BY THE AMOUNT IN ROW (11)

8.09%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 552676108

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AMENDMENT
NO. 13
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

According to the most recently available Form 10-Q of the Issuer filed on October 31, 2007, there are 45,838,000 shares of the Issuer's Common Stock outstanding as of September 30, 2007.

- (a) Amount beneficially owned as of the close of business on January 25, 2008: 3,781,751 shares of Common Stock

Percent of class: 8.09%

- (b) The number of shares as of the close of business on January 25, 2008 as to which Reporting Person has:
- (i) Sole power to vote or direct the vote: 3,780,808 shares;
 - (ii) Shared power to vote or direct the vote: 943 shares;
 - (iii) Sole power to dispose or direct the disposition of: 3,780,808 shares
 - (iv) Shared power to dispose or direct the disposition of: 943 shares.

The number of shares set forth in Item 5(a) includes 943 shares of Common Stock owned by the Reporting Person's minor son, 943 shares of Common Stock owned by the Reporting Person's son of majority age of which Reporting Person disclaims beneficial ownership, 3,004 shares of Common Stock held in the Reporting Person's 401(k) Plan account (which changes on a daily basis) and 881,998 shares of Common Stock that the Reporting Person has the right to acquire within 60 days of January 25, 2008.

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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
12/20/07	n/a	60,000(1)
12/20/07	n/a	90,000(2)
12/20/07	n/a	90,000(3)

(1) Reflects the grant of 60,000 shares of restricted stock for no cash consideration pursuant to the Company's 2001 Equity Incentive Plan and a Restricted Stock Agreement. Pursuant to the Restricted Stock Agreement, the restrictions will lapse as to 33-1/3% of the shares covered thereby on December 20, 2010, and cumulatively as to an additional 33-1/3% on each of December 20, 2011 and 2012.

(2) Reflects the grant of an option covering 90,000 shares under the Company's 2001 Equity Incentive Plan. This option vests as to 33-1/3% of the shares covered thereby on December 20, 2010, and cumulatively as to an additional 33-1/3% on each of December 20, 2011 and 2012. This option was granted at 100% of the December 20, 2007 market close price.

(3) Reflects the grant of an option covering 90,000 shares under the Company's 2001 Equity Incentive Plan. This option vests as to 33-1/3% of the shares covered thereby on December 20, 2010, and cumulatively as to an additional 33-1/3% on each of December 20, 2011 and 2012. This option was granted at 110% of the December 20, 2007 market close price.

(d) Reporting person's son, who holds 943 shares, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such shares.

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 28, 2008.

By: /s/ David D. Mandarich

David D. Mandarich
President, Chief Operating Officer and
Director