

MDC HOLDINGS INC  
Form SC 13D/A  
February 07, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 19)

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)

February 7, 2014

(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).

Page 1 of 4

---

CUSIP NO. 552676108 SCHEDULE 13D Page 2 of 4 Pages

1 NAME OF REPORTING PERSON  
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  
OO

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

Number of 7 SOLE VOTING POWER  
Shares 4,660,884

Beneficially 8 SHARED VOTING POWER  
0

Owned by 9 SOLE DISPOSITIVE POWER  
Each 4,660,884

Reporting 10 SHARED DISPOSITIVE POWER  
Person with 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,660,884

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)  
9.2%

14 TYPE OF REPORTING PERSON  
IN

---

CUSIP NO. 552676108 SCHEDULE 13D Page 3 of 4 Pages

**Explanatory Note.** This is a voluntary filing to reflect changes in Reporting Person's holdings over the prior year.

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 Form 10-K of the Issuer dated December 31, 2013, there were 48,788,887 shares of the Issuer's Common Stock outstanding as of December 31, 2013.

(a) Amount beneficially owned as of the close of business on February 7, 2014: 4,660,884 shares of Common Stock

Percent of class: 9.2%

(b) The number of shares as of the close of business on February 7, 2014 as to which Reporting Person has:

- (i) Sole power to vote or direct the vote: 4,660,884 shares;
- (ii) Shared power to vote or direct the vote: 0 shares;
- (iii) Sole power to dispose or direct the disposition of: 4,660,884 shares
- (iv) Shared power to dispose or direct the disposition of: 0 shares.

The number of shares set forth in Item 5(a) includes 3,624 unitized shares held in a stock fund in the Company's 401(k) Savings Plan which changes on a daily basis and 1,634,000 shares of Common Stock that the Reporting Person has the right to acquire within 60 days of February 7, 2014 by the exercise of options.

(c) The following table sets forth the transactions by the Reporting Person named in response to Item 5(a) during the past sixty days.

Trade Date Price per Share (\$) David D. Mandarich

None.

---

CUSIP NO. 552676108 SCHEDULE 13D Page 4 of 4 Pages

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: February 7, 2014.

By: /s/ David D. Mandarich

David D. Mandarich