

NELSON KENNETH

Form 4

December 22, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NELSON KENNETH

2. Issuer Name **and** Ticker or Trading  
Symbol  
MEADOW VALLEY CORP  
[MVCO]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
4602 E. THOMAS ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/18/2008

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) Vice-President

PHOENIX, AZ 85018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Exercise of options to purchase common stock	12/18/2008	12/18/2008	M		5,800	A	\$ 3.875 86,375
Exercise of options to purchase common stock	12/18/2008	12/18/2008	M		20,000	A	\$ 2.4375 106,375

## Exercise of options to purchase common stock

12/18/2008	12/18/2008	M	32,500	A	\$ 1.46	138,878	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Exercise of options to purchase common stock	\$ 3.875	12/18/2008	12/18/2008	M		5,800		<u>(1)</u>	10/21/2009	Common stock	5,800
Exercise of options to purchase common stock	\$ 2.4375	12/18/2008	12/18/2008	M		20,000		<u>(2)</u>	03/08/2011	Common stock	20,000
Exercise of options to purchase common stock	\$ 1.46	12/18/2008	12/18/2008	M		32,500		<u>(3)</u>	11/19/2013	Common stock	32,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NELSON KENNETH 4602 E. THOMAS ROAD PHOENIX, AZ 85018	X		Vice-President	

## Signatures

/s/ David D. Doty,  
Attorney-in-fact

12/22/2008

\_\_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).
- (1) On October 21, 1999, reporting person was granted 5,800 options to purchase common stock. The options vest in three installments of 1,933, 1,933 and 1,934 options each on October 21, 2000, 2001 and 2002, respectively.
- (2) On March 8, 2001, reporting person was granted 20,000 options to purchase common stock. The options vest in three installments of 6,666, 6,666 and 6,667 options each on March 8, 2002, 2003 and 2004, respectively.
- (3) On November 19, 2003, reporting person was granted 32,500 options to purchase common stock. The options vest in three installments of 10,833, 10,833 and 10,834 options each year on November 19, 2004, 2005 and 2006 respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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