

Patterson Don A  
Form 4  
February 04, 2009

**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  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Patterson Don A

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)

PHOENIX, AZ 85018

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/02/2009

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

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

**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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
								S

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock options (right to buy)	\$ 9.38	02/02/2009	02/02/2009	D		7,500		<u>(1)</u>	11/01/2010	Common stock	7,500	
Stock options (right to buy)	\$ 10.11	02/02/2009	02/02/2009	D		10,000		<u>(3)</u>	11/30/2011	Common stock	10,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Patterson Don A 4602 E. THOMAS ROAD PHOENIX, AZ 85018	X			

## Signatures

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

02/04/2009

\_\_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 November 1, 2005, the reporting person was granted 7,500 options to purchase common stock. The options vested in three equal installments of 2,500 options each on November 1, 2006, 2007 and 2008, respectively.  
  
Under the terms of the Agreement and Plan of Merger, dated as of July 28, 2008, among Meadow Valley Corporation ("Meadow Valley"), Phoenix Merger Sub, Inc. and Phoenix Parent Corp. (n/k/a Meadow Valley Parent Corp.), at the effective time of the merger,
- (2) each option to purchase shares of Meadow Valley common stock was canceled, and the holder thereof was entitled to receive an amount, in cash, equal to the product of (i) the number of shares subject to such option and (ii) the excess, if any, of \$11.25 over the exercise price per share of such option, less applicable withholding taxes.
- (3) On November 30, 2006, the reporting person was granted 10,000 options to purchase common stock. The options vested in installments of 3,333, 3,333 and 3,334 on November 30, 2007, 2008 and 2009, 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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