

LARSON BRADLEY E
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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LARSON BRADLEY E

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)
02/02/2009

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

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
Common stock	02/02/2009	02/02/2009	D		140,196	D	\$ 11.25 0 (1)

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

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information contained in this form are not
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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)**

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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
Employee stock option (right to buy)	\$ 10.11	02/02/2009	02/02/2009	D		10,000		<u>(2)</u>	11/30/2011	Common stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LARSON BRADLEY E 4602 E. THOMAS ROAD PHOENIX, AZ 85018	X		President/CEO	

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 February 2, 2009, Phoenix Merger Sub, Inc. ("Merger Sub") was merged (the "Merger") with and into Meadow Valley Corporation ("Meadow Valley") pursuant to the Agreement and Plan of Merger, dated as of July 28, 2008, among Meadow Valley, Merger Sub and Phoenix Parent Corp. (n/k/a Meadow Valley Parent Corp.) ("Parent"). In connection with the consummation of the Merger, the reporting person contributed to the owner of Parent 117,163 shares of Meadow Valley common stock in exchange for membership interests in the owner of Parent. 22,984 shares of Meadow Valley common stock beneficially owned by the reporting person were automatically canceled and converted into the right to receive the merger consideration of \$11.25 in cash, without interest and less applicable withholding taxes. The remaining shares of Meadow Valley common stock beneficially owned by the reporting person were disposed of prior to the consummation of the Merger.

(2) These options to purchase common stock provided vesting in installments of 3,333, 3,333 and 3,334 on November 30, 2007, 2008 and 2009, respectively. On February 2, 2009, in connection with the consummation of the Merger, the reporting person contributed to the owner of Parent 10,000 unexercised options to acquire Meadow Valley common stock in exchange for membership interests in the owner of Parent.

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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