MIZEL LARRY A Form 4

August 01, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number: 32

3235-0287

0.5

Expires: January 31, 2005

OMB APPROVAL

Estimated average burden hours per response...

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock \$.01

Par Value

(Print or Type Responses)

1. Name and Address of Reporting Person *

MIZEL LARRY A				Symbol MDC HOLDINGS INC [MDC]				C1	Issuer				
	(Last) 4350 S. MC 500	(First) NACO STREE	(Middle)	3. Date of (Month/l	of Earliest T Day/Year)			- 1	_X_ Director _X_ Officer (givel) below)		0% Owner ther (specify		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
DENVER, CO 80237										Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secui	rities Acq	uired, Disposed	of, or Benefici	ially Owned		
	1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)) Execution any		3. Transaction Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	d of (D)	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)		
	Common Stock \$.01 Par Value	08/01/2005			S	30,000	D	\$ 86.18 (1)	5,110,502	D			
	Common Stock \$.01 Par Value								515,009	I	Indirect Beneficial Ownership		

(2)

(3)

2,829

1,357,064

I

Ι

401(K) Plan

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Common Shares Stock \$.01 Owned by Par Value Reporting Person's Spouse (4)

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)	4. Transacti Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3,	3	ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MIZEL LARRY A 4350 S. MONACO STREET, SUITE 500 DENVER, CO 80237	X	X	Chairman of the Board and CEO					

Signatures

Joseph H. Fretz, 08/01/2005 Attorney-in-Fact

**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) Shares sold at an average price of \$86.18 per share. See Table of Transactions attached hereto for details of sales.

Reporting Owners 2

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- Reporting Person may be deemed to be an indirect beneficial owner of these shares because his spouse owns all of the voting units in CLCD LLC, a limited liability company that owns these shares. In addition, he is the beneficiary of various trusts which own 50.6885% of the stock of CVentures, Inc., a corporation which is the sole manager of CLCD LLC. Also, Reporting Person is a director and president of CVentures, Inc. and may be deemed to control the other 49.3115% of the common stock of CVentures, Inc..
- (3) Shares are held in Reporting Person's 401(k) Savings Plan account which changes on a monthly basis.
- (4) Shares owned by the Reporting Person's spouse.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.