

MDC HOLDINGS INC  
Form S-8 POS  
January 07, 2009

As filed with the Securities and Exchange Commission on January 7, 2009

Registration No. 333-103154

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

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**M.D.C. HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

84-0622967  
(IRS Employer  
Identification Number)

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**4350 South Monaco Street, Suite 500**

**Denver, Colorado 80237**

**(303) 773-1100**

(Address, including zip code, and telephone number,  
including area code, of Registrant's principal executive offices)

**M.D.C. Holdings, Inc. Employee Equity Incentive Plan**

**M.D.C. Holdings, Inc. Director Equity Incentive Plan**

(Full title of the plan(s))

**Joseph H. Fretz, Esq.**

**Secretary and Corporate Counsel**

**4350 South Monaco Street, Suite 500**

**Denver, Colorado 80237**

**(303) 773-1100**

(Name, address, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

DEREGISTRATION

The Registration Statement on Form S-8 (Registration No. 333-103154) (the Registration Statement ) of M.D.C. Holdings, Inc., a Delaware corporation ( MDC ), pertaining to the registration of 1,199,895 shares of common stock, par value \$0.01 per share, of MDC pursuant to the M.D.C. Holdings, Inc. Employee Equity Incentive Plan and the M.D.C. Holdings, Inc. Director Equity Incentive Plan (the Plans ), to which this Post-Effective Amendment No. 1 relates, was originally filed with the Securities and Exchange Commission on February 12, 2003.

No further securities will be issued under the Registration Statement. In accordance with an undertaking made by MDC in the Registration Statement to remove from registration, by means of a post-effective amendment, any shares of MDC which remain unsold at the termination of the offering, MDC hereby removes from registration all securities registered under the Registration Statement that remain unsold.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

**ITEM 8. EXHIBITS**

| <b>Exhibit No.</b> | <b>Description</b>    |
|--------------------|-----------------------|
| 24.1               | Powers of Attorney. * |

\* Incorporated herein by reference from the Registration Statement on Form S-8 of the Company (File Number 333-103154).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City and County of Denver, State of Colorado, on this 7th day of January, 2009.

M.D.C. HOLDINGS, INC.

By: /s/ Joseph H. Fretz  
Joseph H. Fretz

Secretary and Corporate Counsel

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| Signature                   | Title                                    | Date            |
|-----------------------------|--|-----------------|
| *                           | Chairman of the Board of Directors       | January 7, 2009 |
| Larry A. Mizel              | and Chief Executive Officer              |                 |
| *                           | Director, President and                  | January 7, 2009 |
| David D. Mandarich          | Chief Operating Officer                  |                 |
| /s/ Christopher M. Anderson | Senior Vice President, Chief Financial   | January 7, 2009 |
| Christopher M. Anderson     | Officer and Principal Accounting Officer |                 |
| *                           | Director                                 | January 7, 2009 |
| David Blackford             |  |                 |
| *                           | Director                                 | January 7, 2009 |
| Steven J. Borick            |  |                 |
| *                           | Director                                 | January 7, 2009 |
| Herbert T. Buchwald         |  |                 |
| *                           | Director                                 | January 7, 2009 |
| William B. Kemper           |  |                 |

\* By: /s/ Joseph H. Fretz  
Joseph H. Fretz,

Attorney in Fact

EXHIBIT INDEX

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