

MDC HOLDINGS INC  
Form 8-K  
February 26, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of Earliest Event Reported): February 23, 2008

**M.D.C. Holdings, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

1-8951

84-0622967

(State or other jurisdiction  
of incorporation)

(Commission file number)

(I.R.S. employer  
identification no.)

4350 South Monaco Street, Suite 500, Denver, Colorado 80237

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (303) 773-1100

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;  
APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN  
OFFICERS.**

(b) On February 23, 2008, M.D.C. Holdings, Inc. (the Company) received notice that Paris G. Reece III will be retiring as the Company's Executive Vice President, Chief Financial Officer and Principal Accounting Officer effective at the close of business on June 30, 2008. Mr. Reece and the Company have announced that, after the effective date of his retirement as an officer of the Company, Mr. Reece will continue to provide services to the Company on a more limited basis for up to 18 months. A press release announcing Mr. Reece's retirement is filed as Exhibit 99.1 to this report.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

**Exhibit Number      Description**

Exhibit 99.1              Press Release, dated February 26, 2008.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

M.D.C. HOLDINGS, INC.

Dated: February 26, 2008

By: /s/ Joseph H. Fretz  
Joseph H. Fretz  
Secretary and Corporate Counsel

INDEX TO EXHIBITS

<b>Exhibit Number</b>	<b>Description</b>
Exhibit 99.1	Press Release, dated February 26, 2008.