MEADOW VALLEY CORP

Form 4

March 28, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

Number:

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TERRILL ALAN	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) 4411 SOUTH 40TH STREET	3. Date of Earliest Transaction (Month/Day/Year) 03/24/2005	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) COO		
(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		
PHOENIX, AZ 85040		Form filed by More than One Reporting Person		

						•	CISOII		
(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	rities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispos (Instr. 3,	sed of 4 and (A) or	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)
Exercise option to purchase common stock \$.001 par value	03/24/2005	03/24/2005	Code V	Amount 10,000	(D)	Price \$ 1.46	112,114	D	
Common Stock \$.001 par value	03/24/2005	03/24/2005	S	2,000	D	\$ 7.1293	110,114	D	
	03/24/2005	03/24/2005	S	100	D	\$ 7.11	110,014	D	

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Common Stock \$.001 par value								
Common Stock \$.001 par value	03/24/2005	03/24/2005	S	400	D	\$ 7.0525	109,614	D
Common Stock \$.001 par value	03/24/2005	03/24/2005	S	2,000	D	\$ 7.052	107,614	D
Common Stock \$.001 par value	03/24/2005	03/24/2005	S	2,000	D	\$ 7	105,614	D
Common Stock \$.001 par value	03/24/2005	03/24/2005	S	1,500	D	\$ 6.83	104,114	D
Common Stock \$.001 par value	03/24/2005	03/24/2005	S	2,000	D	\$ 6.7715	102,114	D

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 (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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date ecurities (Month/Day/Year) acquired (A) r Disposed of D) Instr. 3, 4,		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
Exercise option to purchase	\$ 1.46	03/24/2005	03/24/2005	M	10,000	11/19/2004	11/19/2013	Common Stock	10,000

common stock \$.001 par value

Reporting Owners

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
TERRILL ALAN 4411 SOUTH 40TH STREET PHOENIX, AZ 85040	X		COO				

Signatures

/s/ Clint Tryon Attorney-in-fact 03/28/2005

**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).

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.

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