

MDC HOLDINGS INC  
Form 8-K  
October 31, 2008

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**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): October 31, 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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| Press Release dated October 31, 2008                                 |   |
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ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION; and  
ITEM 7.01. REGULATION FD DISCLOSURE

On October 31, 2008, M.D.C. Holdings, Inc. issued a press release reporting its third quarter and first nine months results for 2008. A copy of this press release is attached hereto as Exhibit 99.1.

Limitation on Incorporation by Reference. The information being furnished shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, ( Exchange Act ) or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as shall be expressly set forth by specific reference in such a filing.

ITEM 9.01. EXHIBITS

| <b>Exhibit Number</b> | <b>Description</b>                   |
|-----------------------|--------------------------------------|
| Exhibit 99.1          | Press Release dated October 31, 2008 |

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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 thereunto duly authorized.

M.D.C. HOLDINGS, INC.

Dated: October 31, 2008

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

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INDEX TO EXHIBITS

| <b>Exhibit Number</b> | <b>Description</b>                        |
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