

MDC HOLDINGS INC
Form DEFA14A
March 15, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to 240.14a-12

M.D.C. HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

ERRATA 2011 Proxy Statement of M.D.C. Holdings, Inc.

The following table corrects and replaces the table on page 41 of the 2011 Proxy Statement of M.D.C. Holdings, Inc.

| | Common Shares to be Issued upon Exercise of Outstanding Options | Weighted- Average Exercise Price of Outstanding Options | Common Shares Remaining Available for Future Issuance Under Equity Compensation Plans |
|--|---|---|--|
| 2001 Equity Incentive Plan | 4,817,762 | \$ 39.99 | 4,806,076 ¹ |
| 2001 Stock Option Plan for Non-Employee Directors | 1,041,162 | \$ 44.11 | 435,820 ¹ |
| Total equity compensation plans approved by shareowners | 5,858,924 ² | \$ 40.72 ² | 5,241,896 |

¹ This amount was reported in Note 13 (Equity Incentive Plans) to our Consolidated Financial Statements in our 2010 Annual Report on Form 10-K and also in Item 12 of Part III of the Form 10-K. While the amount in Note 13 was stated correctly, the amount in Item 12 was not.

² This amount was reported in Note 14 (Stock-Based Compensation) to our Consolidated Financial Statements in our 2010 Annual Report on Form 10-K and also in Item 12 of Part III of the Form 10-K. While the amount in Note 14 was stated correctly, the amount in Item 12 was not.