



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-4631

September 3, 2010

via U.S. mail and facsimile

Larry A. Mizel, Chief Executive Officer
M.D.C. Holdings, Inc.
4350 South Monaco Street, Suite 500
Denver, Colorado 80237

RE: M.D.C. Holdings, Inc.
Form 10-K for the Fiscal Year Ended December 31, 2009
Filed February 5, 2010
File No. 1-08951

Dear Mr. Mizel:

We have completed our review of your filings and do not have any further comments at this time.

Sincerely,

Terence O'Brien
Accounting Branch Chief