



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