

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

FORM 144

| |
|---|
| OMB APPROVAL |
| OMB Number: 3235-0101 |
| Expires: July 31, 2023 |
| Estimated average burden hours per response: 1.0 |

NOTICE OF PROPOSED SALE OF SECURITIES

PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: This form must be filed in electronic format by means of the Commission's Electronic Data Gathering, Analysis, and Retrieval system (EDGAR) in accordance with the EDGAR rules set forth in Regulation S-T (17 CFR part 232), except that where the issuer of the securities is not subject to the reporting requirements of section 13 or 15(d) of the Exchange Act, this form must be filed in accordance with Securities Act Rule 144(b)(2). For assistance with EDGAR issues, please consult the EDGAR Information for Filers webpage on SEC.gov.

1 (a) NAME OF ISSUER (Please type or print)

(b) S.E.C. FILE NO.

MDC Holdings Inc

1 (c) ADDRESS OF ISSUER

STREET

CITY

STATE

ZIP CODE

(d) TELEPHONE NO.
area code number

4350 S Monaco St STE 500

Denver

CO

80237

303

804-7730

2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES
ARE TO BE SOLD

(b) RELATIONSHIP TO
ISSUER

David Blackford

Director

INSTRUCTION: The filer should contact the issuer to obtain the S.E.C. File Number.

| 3 (a) Title of the Class of Securities To Be Sold | (b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | SEC USE ONLY Broker/Dealer File Number | (c) Number of Shares or Other Units To Be Sold (See Instr. 3(c)) | (d) Aggregate Market Value (See Instr. 3(d)) | (e) Number of Shares or Other Units Outstanding (See Instr. 3(e)) | (f) Approximate Date of Sale (MO., DAY, YR.) (See Instr. 3(f)) | (g) Name of Each Securities Exchange (See Instr. 3(g)) |
|---|---|--|--|--|---|--|--|
| Common Stock | JPMorgan Securities LLC | | 3000 | 120,720 | 28087 | 02/08/2023 | NYSE |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

INSTRUCTIONS:

- (a) Name of issuer
(b) Issuer's S.E.C. file number, if any
(c) Issuer's address, including zip code
(d) Issuer's telephone number, including area code
- (a) Name of person for whose account the securities are to be sold
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (a) Title of the class of securities to be sold
(b) Name and address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number.

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class | Date you Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired (If gift, also give date donor acquired) | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|--------------------|-------------------|---|---|-------------------------------|-----------------|---|
| Common Stock | 08/01/2021 | Restricted Stock Awarded under director equity plan | M.D.C. Holdings, Inc | 9,091 | 08/01/2021 | Compensation for services from director equity plan |

INSTRUCTIONS:

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
| None | | | | |

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Feb 7, 2023

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION, IF RELYING ON RULE 10b5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signature.

(SIGNATURE)

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)