

MDC HOLDINGS INC  
Form 8-K  
September 30, 2005

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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): September 28, 2005  
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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Third Amendment to Third Amended and Restated Warehousing Credit Agreement, dated September 28, 2005



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ITEM 8.01. OTHER EVENTS

On September 28, 2005, HomeAmerican Mortgage Corporation, a wholly-owned subsidiary of M.D.C. Holdings, Inc., entered into a Third Amendment to its Third Amended and Restated Warehousing Credit Agreement. The Third Amendment modified the sublimits for Wet Funded Loans, as set forth in Exhibit A to the Third Amendment. A copy of the Third Amendment is attached hereto as Exhibit 99.1.

ITEM 9.01. EXHIBITS

<b>Exhibit Number</b>	<b>Description</b>
Exhibit 99.1	Third Amendment to Third Amended and Restated Warehousing Credit Agreement, dated September 28, 2005.

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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: September 30, 2005

By: /s/ Joseph H. Fretz

Joseph H. Fretz  
Secretary and Corporate Counsel

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