

NORTON CHARLES  
Form 4  
February 04, 2009

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NORTON CHARLES

2. Issuer Name and Ticker or Trading Symbol  
MEADOW VALLEY CORP  
[MVCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/02/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)

4602 E. THOMAS ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

PHOENIX, AZ 85018

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                   | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |        | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|------------------------------|------------------------------|------------------|------------|---|--------|------------------|-----------------|--------------|----------------------------|
|                              |                              |                  |            | (A)   | (D)    |                  |                 |              |                            |
| Stock options (right to buy) | \$ 4.563                     | 02/02/2009       | 02/02/2009 | D   | 3,700  | (1)              | 03/01/2009      | Common stock | 3,700                      |
| Stock options (right to buy) | \$ 4                         | 02/02/2009       | 02/02/2009 | D   | 5,000  | (3)              | 08/13/2009      | Common stock | 5,000                      |
| Stock options (right to buy) | \$ 1.46                      | 02/02/2009       | 02/02/2009 | D   | 3,000  | (4)              | 11/13/2013      | Common stock | 3,000                      |
| Stock options (right to buy) | \$ 10.11                     | 02/02/2009       | 02/02/2009 | D   | 10,000 | (5)              | 11/30/2011      | Common stock | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| NORTON CHARLES<br>4602 E. THOMAS ROAD<br>PHOENIX, AZ 85018 |               | X         |         |       |

## Signatures

/s/ David D. Doty,  
Attorney-in-fact

02/04/2009

\_\_Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On March 1, 1999, the reporting person was granted 10,000 options to purchase common stock. The options vested in three installments of 3,333, 3,333 and 3,334 options on March 1, 2000, 2001 and 2002, respectively.
  - (2) Under the terms of the Agreement and Plan of Merger, dated as of July 28, 2008, among Meadow Valley Corporation ("Meadow Valley"), Phoenix Merger Sub, Inc. and Phoenix Parent Corp. (n/k/a Meadow Valley Parent Corp.), at the effective time of the merger, each option to purchase shares of Meadow Valley common stock was canceled, and the holder thereof was entitled to receive an amount, in cash, equal to the product of (i) the number of shares subject to such option and (ii) the excess, if any, of \$11.25 over the exercise price

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per share of such option, less applicable withholding taxes.

- (3) On August 13, 1999, the reporting person was granted 5,000 options to purchase common stock. The options vested in three installments of 1,666, 1,667 and 1,667 options on August 13, 2000, 2001 and 2002, respectively.
- (4) On November 19, 2003, the reporting person was granted 15,000 options to purchase common stock. The options vested in three equal installments of 5,000 options each year on November 19, 2004, 2005 and 2006 respectively.
- (5) On November 30, 2006, the reporting person was granted 10,000 options to purchase common stock. The options vested in installments of 3,333, 3,333 and 3,334 on November 30, 2007, 2008 and 2009, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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