



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-7010

February 7, 2008

Room 7010

Paris G. Reece III  
Executive Vice President, Chief Financial Officer and Principal Accounting 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 Year Ended December 31, 2006**  
**File No. 001-08951**

Dear Mr. Reece:

We have completed our review of your Form 10-K and related filings and have no further comments at this time.

Sincerely,

Terence O'Brien  
Branch Chief