

NELSON KENNETH  
Form 4  
December 22, 2008

**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 \*  
NELSON KENNETH

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)  
4602 E. THOMAS ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/18/2008

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

PHOENIX, AZ 85018

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

(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 Indirect Beneficial Ownership (Instr. 4) |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|  |                                      |  | Code                           | V   | Amount  | (D)  | Price   |   |
| Exercise of options to purchase common stock | 12/18/2008                           | 12/18/2008   | M                              |   | 5,800   | A  | \$ 3.875 86,375   | D |
| Exercise of options to purchase common stock | 12/18/2008                           | 12/18/2008   | M                              |   | 20,000  | A  | \$ 2.4375 106,375   | D |

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|  |            |            |   |        |   |         |         |   |
|--|------------|------------|---|--------|---|---------|---------|---|
| Exercise of options to purchase common stock | 12/18/2008 | 12/18/2008 | M | 32,500 | A | \$ 1.46 | 138,878 | D |
|--|------------|------------|---|--------|---|---------|---------|---|

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

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(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 (Instr. 3)   | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Exercise of options to purchase common stock | \$ 3.875   | 12/18/2008                           | 12/18/2008   | M                              | 5,800   | <u>(1)</u> 10/21/2009                                    | Common stock  | 5,800                         |                            |
| Exercise of options to purchase common stock | \$ 2.4375  | 12/18/2008                           | 12/18/2008   | M                              | 20,000  | <u>(2)</u> 03/08/2011                                    | Common stock  | 20,000                        |                            |
| Exercise of options to purchase common stock | \$ 1.46  | 12/18/2008                           | 12/18/2008   | M                              | 32,500  | <u>(3)</u> 11/19/2013                                    | Common stock  | 32,500                        |                            |

## Reporting Owners

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

## Signatures

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

12/22/2008

\_\_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 October 21, 1999, reporting person was granted 5,800 options to purchase common stock. The options vest in three installments of 1,933, 1,933 and 1,934 options each on October 21, 2000, 2001 and 2002, respectively.
  - (2) On March 8, 2001, reporting person was granted 20,000 options to purchase common stock. The options vest in three installments of 6,666, 6,666 and 6,667 options each on March 8, 2002, 2003 and 2004, respectively.
  - (3) On November 19, 2003, reporting person was granted 32,500 options to purchase common stock. The options vest in three installments of 10,833, 10,833 and 10,834 options each year on November 19, 2004, 2005 and 2006 respectively.

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