

NELSON KENNETH  
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 \*  
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)  
02/02/2009

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 (Instr. 4)
			Code	V	Amount	(D)	Price
Common stock	02/02/2009	02/02/2009	D		138,878	D	\$ 11.25
							0
							(1)

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)**

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 10.11	02/02/2009	02/02/2009	D	10,000	(2) 11/30/2011	Common stock	10,000	

Reporting Owners

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

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 February 2, 2009, Phoenix Merger Sub, Inc. ("Merger Sub") was merged (the "Merger") with and into Meadow Valley Corporation ("Meadow Valley") pursuant to the Agreement and Plan of Merger, dated as of July 28, 2008, among Meadow Valley, Merger Sub and Phoenix Parent Corp. (n/k/a Meadow Valley Parent Corp.) ("Parent"). In connection with the consummation of the Merger, the reporting person contributed to the owner of Parent 126,284 shares of Meadow Valley common stock in exchange for membership interests in the owner of Parent. 12,528 shares of Meadow Valley common stock beneficially owned by the reporting person were automatically canceled and converted into the right to receive the merger consideration of \$11.25 in cash, without interest and less applicable withholding taxes. The remaining shares of Meadow Valley common stock beneficially owned by the reporting person were disposed of prior to the consummation of the Merger.
- (2) These options to purchase common stock provided vesting in installments of 3,333, 3,333 and 3,334 on November 30, 2007, 2008 and 2009, respectively. On February 2, 2009, in connection with the consummation of the Merger, the reporting person contributed to the owner of Parent 10,000 unexercised options to acquire Meadow Valley common stock in exchange for membership interests in the owner of Parent.

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.