MEADOW VALLEY CORP
Form SC 13D/A
October 24, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

MEADOW VALLEY CORPORATION

_____

(Name of Issuer)

COMMON STOCK, $0.001 PAR VALUE

_____

(Title of Class of Securities)

583185103

_____

(CUSIP Number of Class of Securities)

CD Capital Management LLC
111 South Wacker Drive, Suite 3950
Chicago, Illinois 60606
Attention: John Ziegelman
Telephone: (312) 803-5011

_____

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

with copy to:

Greenberg Traurig, LLP
77 West Wacker Drive
Chicago, Illinois 60601
Attention: Peter H. Lieberman, Esq.
Telephone: (312) 456-8400

October 23, 2007

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a Statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. **583185103**

SCHEDULE 13D/A

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1.

NAME OF REPORTING PERSON: CD Capital Management LLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

31-1816593

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x
(b) o

3.

SEC USE ONLY

4.

SOURCE OF FUNDS

OO

5.

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

o

6.

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON WITH

7.

SOLE VOTING POWER

-0- (see Item 5)

8.

SHARED VOTING POWER

345,700 (see Item 5)

9.

SOLE DISPOSITIVE POWER

-0- (see Item 5)

10.

SHARED DISPOSITIVE POWER

345,700 (see Item 5)

11.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

345,700

12.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

o

13.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.7% OF COMMON STOCK(1)

14.

TYPE OF REPORTING PERSON

IA, OO

(1)

Based on 5,129,760 shares of Common Stock of Meadow Valley Corporation outstanding on August 3, 2007, as reported in the Form 10-Q filed by the Issuer on August 13, 2007.

CUSIP No. **583185103**

SCHEDULE 13D/A

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1.

NAME OF REPORTING PERSON: John D. Ziegelman

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x
(b) o

3.

SEC USE ONLY

4.

SOURCE OF FUNDS

OO

5.

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

o

6.

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON WITH

7.

SOLE VOTING POWER

-0- (see Item 5)

8.

SHARED VOTING POWER

345,700 (see Item 5)

9.

SOLE DISPOSITIVE POWER

-0- (see Item 5)

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TYPE OF REPORTING PERSON

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(1)

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SCHEDULE 13D/A

CD Capital Management LLC, a Delaware limited liability company (CD Capital), John D. Ziegelman (Mr. Ziegelman , and collectively with CD Capital, the Reporting Persons) are jointly filing this Amendment No. 3 relating to the Statement of Beneficial Ownership on Schedule 13D, as filed with the Securities and Exchange Commission (the Commission) on March 15, 2007, as amended by Amendment No. 1 thereto filed with the Commission on June 8, 2007, as amended by Amendment No. 2 thereto filed with the Commission on October 24, 2007 (collectively, the Schedule 13D).

The purpose of this Amendment No. 3 is to replace Exhibit 99.6, as filed with Amendment No. 2 to the Schedule 13D, with the attached Exhibit 99.6, which includes graphs that were omitted in Exhibit 99.6 as originally filed. Except as described in the preceding sentence, all Items of the Schedule 13D remain unchanged.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 is hereby amended to add the following:

Exhibit 99.6

Letter dated October 23, 2007 from Mr. Ziegelman to the independent directors of the Issuer.

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SIGNATURE

After reasonable inquiry and to the best of each of the undersigned s knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: October 24, 2007

CD CAPITAL MANAGEMENT LLC

By: ZP II LP, its Managing Member

By: C3 Management Inc., its General Partner

BY:

/s/ John D. Ziegelman

Name: John D. Ziegelman

Title: President

/s/ John D. Ziegelman

JOHN D. ZIEGELMAN

EXHIBIT INDEX

Exhibit 99.6

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