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NORTON CHA Form 4	ARLES									
February 04, 20	009									
FORM	Δ								PPROVAL	
	UNITED	STATES		RITIES A			COMMISSION	NOMB Number:	3235-0287	
Check this b if no longer								Expires:	January 31, 2005	
subject to Section 16.	/IENT OI	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated burden hou	Estimated average burden hours per		
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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									. 0.5	
(Print or Type Res	sponses)									
1. Name and Address of Reporting Person <u>*</u> NORTON CHARLES			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
			MEADOW VALLEY CORP [MVCO]				(Check all applicable)			
(Last) (First) (Middle) 4602 E. THOMAS ROAD			3. Date of Earliest Transaction X Director (Month/Day/Year) Officer (g 02/02/2009 below)			ve title Other (specify below)				
							6 Individual on Joint/Coour Filing(Chash			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(CheckApplicable Line)_X_Form filed by One Reporting Person				
PHOENIX, AZ							Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed of	of, or Beneficia	lly Owned	
	Transaction Date Ionth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securiti onAcquired Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price	(msu. 5 and 4)			
Reminder: Report	on a separate line	e for each cl	ass of sec	urities bene	-	-	-			
					inform requir	ation cont ed to respo ys a curre	spond to the colle tained in this form ond unless the for ntly valid OMB co	i are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock options (right to buy)	\$ 4.563	02/02/2009	02/02/2009	D	3,700	<u>(1)</u>	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 4602 E. THOMAS ROAD PHOENIX, AZ 85018	Х						
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, repectively.

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.