

GOLDFIELD CORP
Form 4
November 28, 2014

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 *
ELLBAR PARTNERS
MANAGEMENT, LLC

(Last) (First) (Middle)

15 E 5TH STREET-SUITE 3200

(Street)

TULSA, OK 74103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GOLDFIELD CORP [GV]

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

11/25/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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 Indirect or Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------------------------|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/25/2014 | | S | | 897 | D | \$ 2.2 | 2,574,047 ⁽¹⁾ | I | By Boston Avenue Capital LLC and Yorktown Avenue Capital, LLC |
| Common Stock | 11/25/2014 | | S | | 1,400 | D | \$ 2.21 | 2,572,647 ⁽²⁾ | I | By Boston Avenue Capital LLC and Yorktown |

| | | | | | | | | |
|--------------|------------|---|--------|---|---------|--------------------------|---|--|
| Common Stock | 11/25/2014 | S | 22,176 | D | \$ 2.24 | 2,550,471 ⁽³⁾ | I | Avenue Capital, LLC By Boston Avenue Capital LLC and Yorktown Avenue Capital, LLC |
| Common Stock | 11/25/2014 | S | 5,527 | D | \$ 2.25 | 2,544,944 ⁽⁴⁾ | I | By Boston Avenue Capital, LLC and Yorktown Avenue Capital, LLC |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ELLBAR PARTNERS MANAGEMENT, LLC
15 E 5TH STREET-SUITE 3200 X
TULSA, OK 74103

Adelson James F
15 EAST 5TH STREET, SUITE 3200 X
TULSA, OK 74103

Heyman Stephen J
15 EAST 5TH STREET, SUITE 3200 X
TULSA, OK 74103

Signatures

Paula L. Skidmore, Attorney-in-Fact for the Reporting
Persons 11/28/2014

__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) These shares include 1,574,047 shares owned by Boston Avenue Capital LLC ("Boston"), and 1,000,000 shares owned by Yorktown Avenue Capital, LLC ("Yorktown").
- (2) These shares include 1,572,647 shares owned by Boston, and 1,000,000 shares owned by Yorktown.
- (3) These shares include 1,550,471 shares owned by Boston, and 1,000,000 shares owned by Yorktown.
- (4) These shares include 1,544,944 shares owned by Boston, and 1,000,000 shares owned by Yorktown.

Remarks:

This is a joint filing by Ellbar Partners Management, LLC ("EPM"), James F. Adelson and Stephen J. Heyman. EPM is the sole

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

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