SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL 3235-0287 OMB Number:

Estimated average burden hours per response: 0.5

1. Name and Address	s of Reporting Persor DHN MCD	*	2. Issuer Name and Ticker or Trading Symbol VAIL RESORTS INC [MTN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
				X	Officer (give title	Other (specify			
(Last) (First) (Middle		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)			
C/O VAIL RESO		(03/26/2007		SVP COO Beaver Creek				
390 INTERLOCKEN CRESCENT, STE. 1000									
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
(Street)				Line)					
BROOMFIELD	CO	80021		X	Form filed by One Reporti	ng Person			
					Form filed by More than C Person	one Reporting			
(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)		Transaction Disposed Of (D) (Instr. 3, 4 and 5) Code (Instr.		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
	Code V Amount		Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	03/26/2007		М		6,667	A	\$17.335	7,127	D	
Common Stock	03/26/2007		М		13,333	A	\$14.73	20,460	D	
Common Stock	03/26/2007		М		2,000	A	\$18.73	22,460	D	
Common Stock	03/26/2007		S		22,000	D	\$55.01	460	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, calls, warrants, options, convertible securities)														
Derivative Conversion Da		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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase	\$17.335	03/26/2007		М		6,667		12/09/2003 ⁽¹⁾	12/09/2012	Common Stock	6,667	\$0	0	D	
Option to	\$14 73	03/26/2007		м		13 333		11/20/2004(2)	11/20/2013	Common	13 333	\$0	0	D	

11/20/2004⁽²⁾

09/28/2005⁽³⁾

Explanation of Responses:

Purchase

Option to

Purchase

\$14.73

\$18.73

1. On December 9, 2002 Reporting Person was granted 20,000 Employee Stock Options which vest in three equal annual installments commencing on the first anniversary of the grant date and expire 10 years from the grant date

13,333

2,000

2. On November 20, 2003, Reporting Person was granted 20,000 Employee Stock Options which vest in three equal annual installments commencing on the first anniversary of the grant date and expire 10 years from the grant date

3. On Septmber 28, 2004, Reporting Person was granted 20,000 Employee Stock Options which vest in three equal annual installments commencing on the first anniversary of the grant date and expire 10 years from the grant date



Stock

Commo

Stock

11/20/2013

09/28/2014

** Signature of Reporting Person Date

13.333

2,000

\$<mark>0</mark>

\$<mark>0</mark>

0

18,000

03/28/2007

D

D

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

03/26/2007

03/26/2007

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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 Number.