MYR GROUP INC.

Form 4 March 26, 2015

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** 

3235-0287 Number: January 31, Expires:

**OMB APPROVAL** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COOPER TOD M.			2. Issuer Name <b>and</b> Ticker or Trading Symbol MYR GROUP INC. [MYRG]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(Last) (First) (		3. Date of Earliest Transaction	(Check all applicable)			
1701 GOLF ROAD, SUITE 3-1012		E 3-1012	(Month/Day/Year) 03/24/2015	Director 10% Owner Officer (give title Other (specify below)  Senior Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
ROLLING MEADOWS, IL 60008			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

					PCISOII					
(City)	(State)	(Zip) Tabl	e I - Non-D	Perivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned			
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect			
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial			
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership			
					Following	(Instr. 4)	(Instr. 4)			

		Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(IIISt
Common Stock	03/24/2015	F		510 (1)	D	\$ 30.42	15,661	D
Common Stock	03/24/2015	A		4,310 (2)	A	\$ 0	19,971	D
Common Stock	03/25/2015	F		67 <u>(1)</u>	D	\$ 31.42	19,904	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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#### number.

# 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.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	TC:41	or		
						Exercisable	Date	Title	Number		
				G 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COOPER TOD M. 1701 GOLF ROAD SUITE 3-1012 ROLLING MEADOWS, IL 60008

Senior Vice President

## **Signatures**

/s/ GERALD B. ENGEN, JR. as Attorney-in-Fact for Tod M. Cooper

03/26/2015

\*\*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 were withheld to cover taxes associated with the vesting of restricted stock issued under the MYR Group Inc. 2007 Long-Term Incentive Plan, as amended.
- (2) Shares of restricted stock granted pursuant to the MYR Group Inc. 2007 Long-Term Incentive Plan, as amended. These shares will vest ratably over three years beginning March 24, 2016.

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.

Reporting Owners 2