

DYCOM INDUSTRIES INC

Form 4

April 08, 2008

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DUNN RICHARD L

(Last) (First) (Middle)

**11770 U.S. HIGHWAY 1, SUITE
101**

(Street)

**PALM BEACH
GARDENS, FL 33408**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DYCOM INDUSTRIES INC [DY]

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

04/04/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Senior Vice President & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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 Beneficial Ownership (Instr. 4)
Common Stock	04/04/2008		F	Amount (D) 2,030	Price \$ 13.51	15,465	D
Common Stock	04/04/2008		A	Amount (A) 4,367 (1)	\$ 0 (3)	19,832	D
Common Stock	04/04/2008		F	Amount (D) 1,155	\$ 13.51	18,677	D
Common Stock	04/04/2008		A	Amount (A) 5,354 (2)	\$ 0 (3)	24,031	D
Common Stock	04/04/2008		F	Amount (D) 1,416	\$ 13.51	22,615	D

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

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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. 10)
				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
DUNN RICHARD L 11770 U.S. HIGHWAY 1 SUITE 101 PALM BEACH GARDENS, FL 33408	Senior Vice President & CFO

Signatures

Richard B. Vilsoet, Attorney-in-Fact for Richard L. Dunn
04/08/2008

__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) Performance based restricted stock units were awarded under the Dycom Industries, Inc. 2003 Long-Term Incentive Plan in December 2006. These shares vested on April 4, 2008 in conjunction with a Separation Agreement.
- (2) Performance based restricted stock units were awarded under the Dycom Industries, Inc. 2003 Long-Term Incentive Plan in December 2007. These shares vested on April 4, 2008 in conjunction with a Separation Agreement.
- (3) No consideration was paid for the common stock.

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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