

COOPER TOD M.
Form 4
March 26, 2019

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 *
COOPER TOD M.

2. Issuer Name and Ticker or Trading Symbol
MYR GROUP INC. [MYRG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
MYR GROUP INC., 1701 GOLF ROAD SUITE 3-1012
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/22/2019

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
SVP and COO T&D

ROLLING MEADOWS, IL 60008

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/23/2019 | | M | | 2,035 (1) \$ 0 (1) | A | 35,628 D |
| Common Stock | 03/23/2019 | | F | | 604 (2) \$ 33.67 | D | 35,024 D |
| Common Stock | 03/23/2019 | | F | | 425 (2) \$ 33.67 | D | 34,599 D |
| Common Stock | 03/24/2019 | | F | | 565 (2) \$ 33.67 | D | 34,034 D |

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 of Underlying Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| RESTRICTED STOCK UNIT | (3) (4) | 03/22/2019 | | A | 6,534 | (3) (3) | Common Stock |
| RESTRICTED STOCK UNIT | (1) | 03/23/2019 | | M | 2,035 | 03/23/2019(1) 03/23/2019(1) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| COOPER TOD M. MYR GROUP INC. 1701 GOLF ROAD SUITE 3-1012 ROLLING MEADOWS, IL 60008 | | | SVP and COO T&D | |

Signatures

/s/ William F. Fry as Attorney-in-Fact for Tod M. Cooper

03/26/2019

**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 Restricted Stock Units, which were awarded on March 23, 2018 pursuant to the issuer's 2017 Long-Term Incentive Plan, vest ratably over three years and were settled in common stock on a one-for-one basis.
- Represents shares of common stock withheld to satisfy tax withholding obligations in connection with the vesting of restricted stock
- (2) granted pursuant to the MYR Group Inc. 2007 Long-Term Incentive Plan, as amended and restricted stock units pursuant to the MYR Group Inc. 2017 Long-Term Incentive Plan.
- (3) Each Restricted Stock Unit, awarded pursuant to Issuer's 2017 Long-Term Incentive Plan, represents a contingent right to receive one share of the Issuer's common stock. Units of restricted stock will be converted into 2,178 shares of Issuer's common stock on March 22,

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2020, 2021 and 2022.

(4) The closing stock price of MYR Group stock was \$33.67 on March 22, 2019.

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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