

MYR GROUP INC.
Form 4
March 15, 2017

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.

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

ROLLING MEADOWS, IL 60008

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/14/2017 | | M | | 1,911 | A | \$ 17.18 |
| Common Stock | 03/14/2017 | | M | | 1,403 | A | \$ 24.18 |
| Common Stock | 03/14/2017 | | S | | 3,314 | D | \$ 38.6758 (1) |
| Common Stock | 03/14/2017 | | M | | 2,969 | A | \$ 17.48 |
| Common Stock | 03/14/2017 | | M | | 2,129 | A | \$ 24.68 |
| | | | | | | | 31,590 |
| | | | | | | | 32,993 |
| | | | | | | | 29,679 |
| | | | | | | | 32,648 |
| | | | | | | | 34,777 |

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Common Stock 03/14/2017 S 5,098 D \$ 39.1244 29,679 D (2)

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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option | \$ 17.18 | 03/14/2017 | | M | 1,911 | 03/24/2011 03/24/2020 | Common Stock | 1,911 |
| Non-Qualified Stock Option | \$ 24.18 | 03/14/2017 | | M | 1,403 | 03/24/2012 03/24/2021 | Common Stock | 1,403 |
| Non-Qualified Stock Option | \$ 17.48 | 03/14/2017 | | M | 2,969 | 03/23/2013 03/23/2022 | Common Stock | 2,969 |
| Non-Qualified Stock Option | \$ 24.68 | 03/14/2017 | | M | 2,129 | 03/25/2014 03/25/2023 | Common Stock | 2,129 |

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

03/15/2017

__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).

Represents a weighted average price per share of 3,314 shares of common stock sold in 12 transactions, ranging in price from \$38.56 to
(1) \$38.81 per share. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

Represents a weighted average price per share of 5,098 shares of common stock sold in 29 transactions, ranging in price from \$38.81 to
(2) \$39.57 per share. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

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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