SEC Form 3

FORM 3

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

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

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

Name and Address of Reporting Person [*] 2. Date of Event Requiring Statement (Month/Day/Year)		nent	3. Issuer Name and Ticker or Trading Symbol <u>MYR GROUP INC.</u> [MYRG]					
(Last) (First) (Middle) 1701 GOLF ROAD SUITE 3-1012 (Street) ROLLING MEADOWS IL 60008 (City) (State) (Zip)	01/01/2017	4	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) SVP and COO C&I		er 6. ecify Ap	 5. If Amendment, Date of 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 		
	Table I - Non	-Derivati	ve Securities Beneficial	ly Owned	I			
1. Title of Security (Instr. 4)			Amount of Securities eneficially Owned (Instr. 4)	3. Ownership 4.		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock			3,924	D				
Common Stock			143(1)	D				
Common Stock			135(2)	D	D			
Common Stock			189(3)	D				
Common Stock			884(4)	D				
Common Stock			1,224 ⁽⁵⁾	D				
	(e.g., puts, call	s, warrar	e Securities Beneficially nts, options, convertible	securities			1	
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable an Expiration Date (Month/Day/Year)		3. Title and Amount of Secur Underlying Derivative Secur		4. Conversio or	Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
		Expiration Date	Title	Amount or Number of Shares	Exercise Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Non-Qualified Stock Option	03/24/2011 ⁽⁶⁾	03/24/2020	Common Stock	573	17.18	D		
Non-Qualified Stock Option	03/24/2012 ⁽⁶⁾	03/24/2021	Common Stock	420	24.18	D		
Non-Qualified Stock Option	03/23/2013 ⁽⁶⁾	03/23/2022	Common Stock	1,484	17.48	D		
Non-Qualified Stock Option	03/25/2014 ⁽⁶⁾	03/25/2023	Common Stock	709	24.68	D		

Explanation of Responses:

1. Shares of restricted stock awarded pursuant to Issuer's 2007 Long-Term Incentive Plan as amended. These shares are scheduled to vest on 3/23/2017

2. Shares of restricted stock awarded pursuant to Issuer's 2007 Long-Term Incentive Plan as amended. These shares are scheduled to vest as follows: 68 shares on 3/25/2017 and 67 shares on 3/25/2018.

3. Shares of restricted stock awarded pursuant to Issuer's 2007 Long-Term Incentive Plan as amended. These shares are scheduled to vest on 3/24/2017.

4. Shares of restricted stock awarded pursuant to Issuer's 2007 Long-Term Incentive Plan as amended. These shares are scheduled to vest as follows: 442 shares on 3/24/2017 and 442 shares on 3/24/2018.

5. Shares of restricted stock awarded pursuant to Issuer's 2007 Long-Term Incentive Plan as amended. These shares are scheduled to vest as follows: 408 shares on each of 3/24/2017, 3/24/2018 and 3/24/2019. 6. Non-qualified stock options, all of which have vested.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney.

/s/ GERALD B. ENGEN, JR. as 01/13/2017 Attorney-in-fact for Jeffrey J. Waneka ** Signature of Reporting Person Date

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 5 (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).

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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned does hereby constitute and appoint each of Richard S. Swartz, Betty R. Johnson and Gerald B. Engen, Jr., signing singly, the undersigned's true and lawful attorneys-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of MYR Group Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Exchange Act and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 and 5, complete and execute any amendment or amendments thereto, and file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports required by Section 16(a) with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the 1st day of January, 2017.

/s/ Jeffrey J. Waneka

Name: Jeffrey J. Waneka