

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

CURRENT REPORT PURSUANT TO SECTION 13 OR 15 (d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) July 28, 1998

Commission File Number 1-8325

MYR GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware 36-3158643  
(State or other jurisdiction of (I.R.S. Employer Identification No.)  
incorporation or organization)

1701 W. Golf Road, Suite 1012, Tower Three, Rolling Meadows, IL 60008  
(Address of principal executive offices) (Zip Code)

(847) 290-1891  
Registrant's telephone number, include area code

MYR GROUP INC.

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ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT.

- (a) Effective July 28, 1998 (the "Effective Date of Dismissal"), MYR Group Inc. (the "Company") dismissed Deloitte & Touche, LLP ("D&T") the prior certifying accountants.

The consolidated financial statements of MYR Group Inc. during the two most recent years ended December 31, 1996 and 1997 did not contain an adverse opinion, or disclaimer of opinion, nor did D&T qualify or modify their opinion as to uncertainty, audit scope or accounting principles. In addition, the report of D&T on the Company for the last two years was unqualified.

The decision to change accountants was ratified by the Audit Committee of the Company's Board of Directors.

In connection with the audits of the two most recent fiscal years, and of the Effective Date of Dismissal, there have been no disagreements between the Company and D&T on any matters of accounting principles or practices, financial statement disclosure or auditing scope or procedure.

D&T has furnished the Company with a letter addressed to the Securities and Exchange Commission (the "Commission") stating that D&T agrees with the statements made by the Company in this Item 4 (a). A copy of the letter from D&T to the Commission is

filed as Exhibit 16 hereto.

- (b) Effective July 28, 1998 (the "Effective Date of Engagement"), the Company engaged Ernst & Young LLP as its auditors.

During the two most recent fiscal years prior to the Effective Date of Engagement and all subsequent interim periods preceding the date hereof, neither the Company nor any of its subsidiaries has consulted E&Y regarding any matters or events as set forth in Item 304 (a) (2) or Regulation S-K.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

- (c) Exhibits. A letter from D&T to the Commission dated August 10, 1998 has been filed as Exhibit 16 to this Current Report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MYR GROUP INC.  
Registrant

By: /s/ Elliott C. Robbins

Dated: August 10, 1998      Name: Elliott C. Robbins  
Title: Senior Vice President, Treasurer  
and Chief Financial Officer

EXHIBITS

Exhibit No.	Exhibit
16	Letter of Deloitte & Touche, LLP dated August 10, 1998

Exhibit 16

(Deloitte & Touche Letterhead)

August 10, 1998

Securities and Exchange Commission  
Mail Stop 9-5  
450 Fifth Street, N.W.  
Washington, DC 20549

Dear Sirs/Madams:

We have read and agree with the comments in Item 4(a) of Form 8-K of the MYR Group Inc. dated July 28, 1998.

Yours truly,

/s/ Deloitte & Touche LLP