SEC Form 4	
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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)
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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Swartz Rick (Last) MYR GROUI	(First) (Middle) OUP INC. LF ROAD SUITE 3-1012		2. Issuer Name and Ticker or Trading Symbol <u>MYR GROUP INC.</u> [MYRG] 3. Date of Earliest Transaction (Month/Day/Year) 02/26/2020		ationship of Reporting F k all applicable) Director Officer (give title below) President a	10% Owner Other (specify below)
(Street) ROLLING MEADOWS	IL (State)	60008-4210 (Zip)	 4. If Amendment, Date of Original Filed (Month/Day/Year) 	6. Indi Line) X	ividual or Joint/Group F Form filed by One R Form filed by More t Person	eporting 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. Transa Code (8)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	02/26/2020		A		2,460 ⁽¹⁾	A	\$ <mark>0</mark>	86,971	D	
Common Stock	02/26/2020		F		762 ⁽²⁾	D	\$27.28	86,209	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

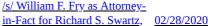
								-			-				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Expir		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Shares of common stock received upon vesting of performance share awards for performance period from January 1, 2017 through December 31, 2019.

2. Represents shares of common stock withheld to satisfy tax withholding obligations in connection with the vesting of performance shares.

Remarks:



<u>Jr.</u>

** Signature of Reporting Person Date

 $\label{eq:resonance} \ensuremath{\mathsf{Report}}\xspace{0.5ex} \text{on a separate line for each class of securities beneficially owned directly or indirectly.}$

 * If the form is filed by more than one reporting person, see Instruction 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).

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.

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