FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APF	PROVAL
OMB Number:	3235-0287
Estimated average	burden

0.5

hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* FRY WILLIAM					2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>LIAM</u>				11 01	1001		<u> </u>	~]						-		
										2	Officer below)	(give title	Other (below)	specify		
					3. Date of Earliest Transaction (Month/Day/Year)						VP, CLO and Secretary					
			03/22	2/2013	,											
ROAD SU	JITE 3-1012															
(Street)						4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable				
											,	led by One R	Penorting Perso	n		
s ^{IL}	60	0008-4210									_	,				
													anan ono mopo	9		
(State	e) (Zi _l	p)														
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	Table	e i - Non-Deriva	ative	_				.	•		y Owned					
Date					Execution Date, if any			Transaction Disposed Of (D) (Instr. 3, 4 Code (Instr. 5)			Securities Beneficia Owned F	Form Solly (D) of (D) (D) (D) (D) (D) (D) (D) (D)	orm: Direct D) or Indirect	7. Nature of Indirect Beneficial Ownership		
							Code V	Amount	(A) or (D)	Price	Transacti	on(s)		(Instr. 4)		
	Та						,	,		•	Owned					
Derivative Conversion Date Executity or Exercise (Month/Day/Year) if an		3A. Deemed Execution Date, if any (Month/Day/Year)	Date, Transaction Code (Instr.		n of				J Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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						
(1)(2)	03/22/2019		A		4,752		(1)	(1)	Common	4,752	\$0	4,752	D			
	(First) UP INC. ROAD SU (State Urity (Instr. 3)	(First) (MUP INC. FROAD SUITE 3-1012 SIL 60 (State) (Zi Table urity (Instr. 3) Ta 2. Conversion or Exercise Price of Derivative Security 3. Transaction (Month/Day/Year)	(First) (Middle) UP INC. FROAD SUITE 3-1012 IL 60008-4210 (State) (Zip) Table I - Non-Derivative (Month/Day/Year) Table II - Derivative (e.g., ptoperate (Month/Day/Year)) 2. Conversion or Exercise (Month/Day/Year) Page 14	(First) (Middle) (First) (Middle) 3. Dat 03/22 4. If A S IL 60008-4210 Table I - Non-Derivative Security Table II - Derivative Security Table II - Derivative Security 3. Transaction Date (Month/Day/Year) Table II - Derivative Security A. If A 4. If A Code (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) Security Code (Month/Day/Year) Code (Security) A. Deemed Execution Date, if any (Month/Day/Year) Code (Security) Code (Code (Security))	(First) (Middle) (First) (Middle) 3. Date of Ea 03/22/2019 FROAD SUITE 3-1012 4. If Amendm (State) (Zip) Table I - Non-Derivative Security (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code (Instr. 8)	MYR GROUI (First) (Middle) UP INC. 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[MYRG] (Check all applic Director Officer Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Table II - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 an	MYR GROUP INC. [MYRG] Check all applicable) Director	MYR GROUP INC. [MYRG] (First) (Middle) UP INC. S ROAD SUITE 3-1012 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned urity (Instr. 3) 2. Transaction (Month/Day/Year) Date (Month/Day/Year) Date (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 2. Transaction (Month/Day/Year) Date (Month/Day/Year) 2. Transaction (Month/Day/Year) Date (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4) Transaction (Month/Day/Year) Date (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) A mount (A) or (D) (Instr. 3, 4 and 4) Date (Month/Day/Year) Date (Month/Day/Year)		

Explanation of Responses:

- 1. 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 1,584 shares of Issuer's common stock on March 22, 2020, 2021 and 2022.
- 2. The closing stock price of MYR Group stock was \$33.67 on March 22, 2019.

Remarks:

/s/ William F. Fry

03/26/2019

** 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 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.