SEC Form 4

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)

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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1. Name and Addr	1 0		2. Issuer Name and Ticker or Trading Symbol <u>MYR GROUP INC.</u> [MYRG]	(Checl	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(Last) (First) (Middle) 12216 ASPEN DRIVE WEST		3. Date of Earliest Transaction (Month/Day/Year) 05/04/2018		Director Officer (give title below)	10% Owner Other (specify below)				
(Street) EDMONTON (City)	A0 (State)	T6J 2G2 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X						
		Table I - Non-D	erivative Securities Acquired, Disposed of, or Ben	eficially	Owned					

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)	Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)		(1130.4)	
Common Stock	05/04/2018		М		746 ⁽¹⁾	Α	(1)	3,995	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)	Transaction Code (Instr.		of		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				
RESTRICTED STOCK UNIT	(1)	05/04/2018		М			746	(1)	(1)	Common Stock	746	\$0 ⁽¹⁾	1,492	D	

Explanation of Responses:

1. These Restricted Stock Units, which were awarded on May 4, 2017 pursuant to the Issuer's 2017 Long-Term Incentive Plan, vest ratably over three years and were or will be settled in common stock on a onefor-one basis

Remarks:

/s/ Gerald B. Engen, Jr. as <u>Attorney-in-Fact for Donald</u>

05/08/2018

C.I. Lucky

Date

** Signature of Reporting Person

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