SEC Form 4	
------------	--

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
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).	
--	--	--

FORM 4

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

							,	TVC5tiller		npany Act of 19	540							
1. Name and Address of Reporting Person <sup>*</sup> O'Connor Shirin					2. Issuer Name and Ticker or Trading Symbol MYR GROUP INC. [MYRG]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>O Connor Snirin</u>								-		-		X	Director			10% Ow	ner	
												_		give title			pecify	
(Last) (First) (Middle) MYR GROUP INC.					3. Date of Earliest Transaction (Month/Day/Year) 04/21/2022								below)			Delow)		
T 112TH A	VENUE																	
(Street)					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
HENDERSON CO 80640															•	0	ng Person	
(City) (State) (Zip)																		
	Tal	ole I - Noi	n-Deri	vativ	ve Se	ecuritie	es Acq	uired,	Dis	posed of, c	or Benef	icially C	Dwned					
1. Title of Security (Instr. 3)			Date		y/Year) if any		xecution Date, any						and 5) Securities Form: Beneficially Owned (D) or Following Reported Transported		Form: (D) or	Direct Indirect tr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									v	Amount	(A) or (D)	Price				(1150.4)		
Common Stock				22/2022				М		1,087(1)	A	(1)	3,320			D		
													vned					
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution E if any	Date,					Expiration Dat		e	7. Title and Amount of Securities Underlying Derivative Securi (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported	e sally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficia Ownersh (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)				
(2)	04/21/2022			A		1,195		(2)		(2)	Common Stock	1,195	\$0	1,19	)5	D		
	C Shirin (First UP INC. T 112TH A ON CO (Stat conversion or Exercise Price of Derivative Security	r Shirin (First) (N UP INC. T 112TH AVENUE ON CO 8 (State) (2 Tat cock 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year)	(First) (Middle) UP INC. T 112TH AVENUE ON CO 80640 (State) (Zip) Table I - Nor Security (Instr. 3) Conversion OCK Conversion Price of Derivative Security Intervention Date (Month/Day/Year) Month/Day (Month/Day	(First)       (Middle)         UP INC.       T         T 112TH AVENUE       ON         ON       CO       80640         (State)       (Zip)         Table 1 - Non-Deri         curity (Instr. 3)         Conversion Date (Month/Day/Year)         2:       Transaction Date (Month/Day/Year)         3A. Deemed Execution Date, if any (Month/Day/Year)       3A. Deemed Execution Date, if any (Month/Day/Year)	(First)     (Middle)       (First)     (Middle)       UP INC.     04/       T 112TH AVENUE     4. If       ON     CO       (State)     (Zip)         Table 1 - Non-Derivative       cock     04/22/20?         Table I - Derivative       cock     04/22/20?         Table II - Derivative       cock     04/22/20?         Table II - Derivative       (e.g., puts       3. Transaction     3. Transaction       Date     (Month/Day/Year)       Price of     3. Transaction       Derivative     3. Transaction       Mathematical Scale     4. Transaction       Date     (Month/Day/Year)       Security     3. Transaction       Date     (Month/Day/Year)       Month/Day/Year)     3. Code	(First)     (Middle)       (First)     (Middle)       UP INC.     3. Date o       T 112TH AVENUE     4. If Ame       ON     CO       (State)     (Zip)         Table 1 - Non-Derivative Sec       curity (Instr. 3)       2. Transaction       Date     04/22/2022   Table II - Derivative Sec (e.g., puts, call Conversion Date (Month/Day/Year)         2. Conversion     3. Transaction       Date     MYR         2. Conversion     3. Transaction       Date     Month/Day/Year)         3A. Deemed     Execution Date, (Month/Day/Year)         3A. Deemed     Execution Date, (Month/Day/Year)         3A. Deemed     Execution Date, (Month/Day/Year)         Conversion     3. Transaction       Date     Month/Day/Year)         4. Transaction         Code (Instr. 8)	(First)       (Middle)         UP INC.       3. Date of Earliest         T 112TH AVENUE       4. If Amendment,         ON       CO       80640         (State)       (Zip)         Table 1 - Non-Derivative Securities         curity (Instr. 3)         2. Transaction Date (Month/Day/Year)       2. Transaction Date (Month/Day/Year)         Ock       04/22/2022         Table II - Derivative Securities (e.g., puts, calls, war         2. Conversion or Exercise Price of Derivative Securities (Month/Day/Year)       3. Transaction Date (Month/Day/Year)       5. Nur         2. Code (Instr. 8)       3. Transaction Date (Month/Day/Year)       4. Transaction Code (Instr. 8)       5. Nur         2. Code of V       (A)       4. Transaction Code (Instr. 8)       5. Nur         0 Code (Instr. 8)       3. Transaction Code (Instr. 8)       5. Nur         0 Code (Instr. 8)       3. Transaction Code (Instr. 8)       5. Nur         0 Code (Instr. 8)       0 (A)       0 (A)         0 Code (Instr. 8)       4. Transaction Code (Instr. 8)       5. Nur         0 (A)       0 (A)       0 (A)       0 (A)	(First)       (Middle)         UP INC.       3. Date of Earliest Transactor         T 112TH AVENUE       4. If Amendment, Date of Q         ON       CO         (State)       (Zip)         Zable I - Non-Derivative Securities Acquerity (Instr. 3)         2. Transaction Date (Month/Day/Year)       2. Transaction Date (Month/Day/Year)         Ock       04/22/2022         Table II - Derivative Securities Acquerities Acquerities Acquerities Price of Derivative Securities Acquerities (Month/Day/Year)         2. Coversion of Exercise Price of Derivative Securities Acquerities Acquerities Acquerities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)         2. Code       V         3. Transaction Date (Month/Day/Year)       5. Number of Derivative Securities Acquerities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(First)       (Middle)         UP INC.       3. Date of Earliest Transaction (Mo         T 112TH AVENUE       4. If Amendment, Date of Original F         ON       CO         (State)       (Zip)         Zable 1 - Non-Derivative Securities Acquired, Date (Month/Day/Year)         2. Transaction Date (Month/Day/Year)       2. Transaction Date (Month/Day/Year)       3. Transaction Code (Instr. 3)       3. Derivative Securities Acquired, Date (Instr. 3)         2. Conversion of Derivative Security       3. Transaction Date (Month/Day/Year)       3. Derivative Securities Acquired, Derivative Securities Acquired, Date (Instr. 3), 4 and 5)         2. Conversion of Derivative Security       3. Transaction (Month/Day/Year)       3. Derivative Securities Acquired, Derivative Securities Acquired, Date (Instr. 3, 4 and 5)         2. Code       V       (A)       (D)         2. Code       V       (A)       Date (Instr. 3, 4 and 5)	(First)       (Middle)         UP INC.       3. Date of Earliest Transaction (Month/Da 04/21/2022         T 112TH AVENUE       4. If Amendment, Date of Original Filed (         ON       CO         (State)       (Zip)         Table 1 - Non-Derivative Securities Acquired, Disp Exercise (Month/Day/Year)         2. Transaction Date (Month/Day/Year)       2. Transaction Date (Month/Day/Year)       3. Transaction Code (Instr. 8)         2. Cock       04/22/2022       M         Table II - Derivative Securities Acquired, Disp (e.g., puts, calls, warrants, options, critication Derivative Security         3. Transaction Or Exercise Price of Derivative Security       3. Transaction Date (Month/Day/Year)       5. Number of S. Number of Code (Instr. 8)       6. Date Exercise Oberivative Securities Acquired (A) or Disposed of (D) (Instr. 8)       6. Date Exercise (Month/Day/Year)	(First)       (Middle)         (First)       (Middle)         UP INC.       3. Date of Earliest Transaction (Month/Day/Year)         ON       CO         (State)       (Zip)         Table 1 - Non-Derivative Securities Acquired, Disposed of, of (Month/Day/Year)         Date       2. Transaction Date, if any (Month/Day/Year)         Ok       04/22/2022         M 2 Amount         Concersion or Exercise Date (Month/Day/Year)         2. Transaction Date, if any (Month/Day/Year)       2. Transaction Code (Instr. 8)         0       04/22/2022       M       4. Securities Disposed of, or (e.g., puts, calls, warrants, options, convertible         2. Corrersion or Exercise Date, price of Date, price of Date Price of Date, price of Date Price of Bate (Month/Day/Year)       3. Deemed Execution Date, if any (Month/Day/Year)       5. Number of Code (Instr. 8)         3. Transaction Date (Month/Day/Year)       3. Deemed Execution Date, if any (Month/Day/Year)       5. Number of (D) (Instr. 3)       6. Date Exercisable and Execution Date, if any (Month/Day/Year)         2. Conversion or Exercise (Month/Day/Year)       3. Deemed Execution Date, if any (Month/Day/Year)       5. Number of (D) (Instr. 3), 4 and 5)         3. Transaction Date (Month/Day/Year)       3. Deemed Execution Date, if any (Month/Day/Year)       5. Number of (D) (Instr. 3), 4 and 5)         0 code V	(First)       (Middle)         UP INC.       3. Date of Earliest Transaction (Month/Day/Year)         0N       CO         80640       4. If Amendment, Date of Original Filed (Month/Day/Year)         0N       CO         80640       2. Transaction Date, (Month/Day/Year)         1       2. Transaction Date, (Month/Day/Year)         2. Transaction Date       2. Transaction Date, (Month/Day/Year)         2. Transaction Date       3. Colde (Instr. 3)         2. Transaction Date       3. Transaction Colde (Instr. 3)         3. Transaction Date       3. Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Date         Conversion Or Date       3. Deemed         2. Transaction Securities Not the Securities Acquired (A) or Disposed of, or Benefic (Code (Instr. 3); 4 and 5)         2. Total at the observative Securities Acquired (A) or Disposed of, or Code (Instr. 3); 4 and 5)         3. Transaction Date       S. Numb	(First)     (Middle)       UP INC.     3. Date of Earliest Transaction (Month/Day/Year)       ON     CO       80640     4. If Amendment, Date of Original Filed (Month/Day/Year)       (State)     (Zip)         Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially O       Cork       ON CO       80640       (State)     (Zip)         Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially O       Cork       ON CO       ON CO       2. Transaction Date (Month/Day/Year)       Date (Month/Day/Year)     A. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)       Ox       OX	Shirin       MYR GROUP INC. [MYRG]       (Check all applical X Director 04/21/2022         ON       CO       80640         (State)       (Zip)         Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         turity (Instr. 3)       2. Transaction Date         2. Transaction Date       2. Transaction Date         0x       04/22/2022         x       4. If Amendment, Date of Original Filed (Month/Day/Year)         5. Individual or Joi X         Form file         Conversion or Exercise Berivative Securities       3. Transaction Date         3. Transaction Date       3. Transaction Code (Month/Day/Year)         4. A peemed Execurities       5. Number of Securities A price of Code (Nonth/Day/Year)       5. All (A) peemed Execurities         2. Onversion Or Exercise Date (Month/Day/Year)       3. Transaction Date       5. Number of Securities A price of Code (Nonth/Day/Year)       5. Sumber of Securities A price of Or Disposed of, or Beneficially Owned (Month/Day/Year)       8. Price of A mount or Securities	MYR GROUP INC.       [MYRG]       (Check all applicable)       X       Director         01       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)       X       Director         01       CO       80640       4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group I       X       Form filed by One         01       Cox       80640       4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group I       X       Form filed by One         Cox       Cox       80640         (State)       (Zip)       2. Transaction       2. Transaction Date, if any (Month/Day/Year)       8. Securities Acquired (A) or Disposed of, or Beneficially Owned       5. Amount of Securities Acquired (A) or Disposed of, Or Beneficially Owned         Sumity (Instr. 3.         0       0.4/22/2022       M       1.087(0)       A       (0)       3.320         Table I - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)         Code v Amount (A) or Price       5. Amount of Securities Code (instr. 6)         Okide variance on the privative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	Subjection       MYR GROUP INC. [MYRG]       Check all applicable)       X       Director         (First)       (Middle)       J       Jack of Earliest Transaction (Month/Day/Year)       Check all applicable)       X       Director         0N       CO       80640       4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filing (Check all applicable)       X       Form filed by One Report         0N       CO       80640       4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filing (Check all applicable)       X       Form filed by One Report         Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         Securities Acquired (A or (Disposed of, Q) (Instr. 3, 4 and 5)       5. Amount of Beneficially Owned (P) (Instr. 3, 4 and 5)       5. Amount of Beneficially Owned (P) (Instr. 3, 4 and 5)       5. Amount of Beneficially Owned (P) (Instr. 3, 4 and 5)       5. Amount of Beneficially Owned (P) (Instr. 3, 4 and 5)       5. Amount of Beneficially Owned (P) (Instr. 3, 4 and 5)       5. Amount of Beneficially Owned (P) (Instr. 3, 4 and 5)       5. Amount of Beneficially Owned (P) (Instr. 3, 4 and 5)       5. Amount of Beneficially Owned (P) (Instr. 3, 4 and 5)       5. Amount of Beneficially Owned (P) (Instr. 3, 4 and 5)       5. Amount of Beneficially Owned (P) (Instr. 3, 4 and 5)       5. Amount of Beneficially Owned (P) (Instr. 3, 4 and 5)       5. Amount of Beneficially Owned (P)	Shirrin     MYR GROUP INC. [MYRG]     (Check all applicable)     X     Director     10% OW       (First)     (Middle)     3. Date of Earliest Transaction (Month/Day/Year)     6. Individual or Joint/Group Filing (Check Applicable)     X     Director     10% OW       ON     CO     80640     4. If Amendment, Date of Original Filed (Month/Day/Year)     6. Individual or Joint/Group Filing (Check Applicable)     X     Form filed by One Reporting Person       ON     CO     80640     2. Transaction     3. Transaction     5. Amount of Date (Month/Day/Year)     5. Amount of Securities Acquired (A) or Date (Month/Day/Year)     5. Amount of Securities Acquired (A) or Date (B) (Instr. 3, 4 and 5)     5. Amount of Securities Acquired (A) or Date (B) (Instr. 3, 4 and 5)     5. Amount of Securities Acquired (A) or Date (B) (Instr. 3, and 4)     5. Amount of Securities Acquired (A) or Date (B) (Instr. 3, and 4)     5. Amount of Securities Acquired (A) or Date (B) (Instr. 3, and 4)     5. Amount of Securities (B) (Instr. 4)     5. Ownership (B) (Instr. 4)     5. Owner	

1. These Restricted Stock Units, which were awarded on April 22, 2021 pursuant to the Issuer's 2017 Long-Term Incentive Plan, vested on April 22, 2022 and were settled in shares of the Issuer's common stock on a one-

for-one basis. 2. Each Restricted Stock Unit, awarded pursuant to the Issuer's 2017 Long-Term Incentive Plan, represents a contingent right to receive one share of the Issuer's common stock. Restricted Stock Units will be converted into 1,195 shares of the Issuer's common stock on April 21, 2023.

## Remarks:

## /s/ William F. Fry as Attorney-in-Fact for Shirin S O'Connor

\*\* Signature of Reporting Person Date

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.