

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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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

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person* <u>KOERTNER WILLIAM A</u> (Last) (First) (Middle) <u>MYR GROUP INC.</u> <u>1701 GOLF ROAD SUITE 3-1012</u> (Street) <u>ROLLING</u> <u>IL</u> <u>60008-4210</u> <u>MEADOWS</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>MYR GROUP INC. [MYRG]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President and CEO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/24/2015</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 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 | | | |
| Common Stock | 03/24/2015 | | F | | 5,012 ⁽¹⁾ | D | \$30.16 | 260,607 | D | |
| Common Stock | 03/24/2015 | | A | | 13,726 ⁽²⁾ | A | \$0 | 274,333 | D | |
| Common Stock | 03/25/2015 | | F | | 1,481 ⁽¹⁾ | D | \$31.42 | 272,852 | D | |
| Common Stock | 03/25/2015 | | M | | 15,000 ⁽³⁾ | A | \$3.6481 | 287,852 | D | |
| Common Stock | 03/25/2015 | | S | | 15,000 ⁽³⁾ | D | \$31 | 272,852 | 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. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non-Qualified Stock Option | \$3.6481 | 03/25/2015 | | M | | 15,000 ⁽³⁾ | 12/20/2007 | 06/20/2016 | Common Stock | 15,000 | \$0 | 19,732 | D | |

Explanation of Responses:

- These shares were withheld to cover taxes associated with the vesting of restricted stock issued under the MYR Group Inc. 2007 Long-Term Incentive Plan, as amended.
- Shares of restricted stock granted pursuant to the MYR Group Inc. 2007 Long-Term Incentive Plan, as amended. These shares will vest ratably over three years beginning March 24, 2016.
- These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 24, 2013.

Remarks:

/s/ Gerald B. Engen, Jr. as
Attorney-in-Fact for William A. Koertner 03/26/2015

** 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.

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