

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

Washington, D.C. 20549

**OMB APPROVAL**

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☐ 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

<b>1. Name and Address of Reporting Person*</b> <u>COOPER TOD M.</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</u> <u>MEADOWS</u>  (City) (State) (Zip)			<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>MYR GROUP INC. [ MYRG ]</u>  <b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/14/2017</u>  <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>			<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP and COO T&amp;D</u>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
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**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	03/14/2017		M		1,911	A	\$17.18	31,590	D	
Common Stock	03/14/2017		M		1,403	A	\$24.18	32,993	D	
Common Stock	03/14/2017		S		3,314	D	\$38.6758 <sup>(1)</sup>	29,679	D	
Common Stock	03/14/2017		M		2,969	A	\$17.48	32,648	D	
Common Stock	03/14/2017		M		2,129	A	\$24.68	34,777	D	
Common Stock	03/14/2017		S		5,098	D	\$39.1244 <sup>(2)</sup>	29,679	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					
Non-Qualified Stock Option	\$17.18	03/14/2017		M		1,911	03/24/2011	03/24/2020	Common Stock	1,911	\$0	0	D
Non-Qualified Stock Option	\$24.18	03/14/2017		M		1,403	03/24/2012	03/24/2021	Common Stock	1,403	\$0	0	D
Non-Qualified Stock Option	\$17.48	03/14/2017		M		2,969	03/23/2013	03/23/2022	Common Stock	2,969	\$0	0	D
Non-Qualified Stock Option	\$24.68	03/14/2017		M		2,129	03/25/2014	03/25/2023	Common Stock	2,129	\$0	0	D

Explanation of Responses:

1. Represents a weighted average price per share of 3,314 shares of common stock sold in 12 transactions, ranging in price from \$38.56 to \$38.81 per share. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

2. Represents a weighted average price per share of 5,098 shares of common stock sold in 29 transactions, ranging in price from \$38.81 to \$39.57 per share. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

**Remarks:**

/s/ GERALD B. ENGEN, JR. as  
Attorney-in-Fact for Tod M. Cooper 03/15/2017

\*\* 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.**