

☐ 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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>COOPER TOD M.</u> (Last) (First) (Middle) <u>MYR GROUP INC.</u> <u>12150 EAST 112TH AVENUE</u> (Street) <u>HENDERSON CO 80640</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP and COO T&D</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/22/2022</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	03/22/2022		M		2,178 ⁽¹⁾	A	\$0 ⁽¹⁾	40,954	D	
Common Stock	03/22/2022		F		972 ⁽²⁾	D	\$101.7	39,982	D	
Common Stock	03/23/2022		M		2,382 ⁽³⁾	A	\$0 ⁽³⁾	42,364	D	
Common Stock	03/23/2022		F		1,063 ⁽²⁾	D	\$99.22	41,301	D	
Common Stock	03/23/2022		M		1,356 ⁽¹⁾	A	\$0 ⁽¹⁾	42,657	D	
Common Stock	03/23/2022		F		605 ⁽²⁾	D	\$99.22	42,052	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
RESTRICTED STOCK UNIT	(1)	03/22/2022		M			2,178	03/22/2022 ⁽¹⁾	03/22/2022 ⁽¹⁾	Common Stock	2,178	\$0	0	D	
RESTRICTED STOCK UNIT	(3)	03/23/2022		M			2,382	03/23/2022 ⁽³⁾	03/23/2022 ⁽³⁾	Common Stock	2,382	\$0	2,383	D	
RESTRICTED STOCK UNIT	(1)	03/23/2022		M			1,356	03/23/2022 ⁽¹⁾	03/23/2022 ⁽¹⁾	Common Stock	1,356	\$0	2,711	D	
RESTRICTED STOCK UNIT	(4)	03/23/2022		A			2,822	(4)	(4)	Common Stock	2,822	\$0	2,822	D	

Explanation of Responses:

1. These Restricted Stock Units, which were awarded on March 22, 2019 and March 23, 2021 pursuant to the Issuer's 2017 Long-Term Incentive Plan, vest ratably over three years and were settled in shares of the Issuer's common stock on a one-for-one basis.
2. Represents shares of the Issuer's common stock withheld to satisfy tax withholding obligations in connection with the vesting of Restricted Stock Units granted pursuant to the Issuer's 2017 Long-Term Incentive Plan.
3. These Restricted Stock Units, which were awarded on April 27, 2020 pursuant to the Issuer's 2017 Long-Term Incentive Plan, vest ratably on April 27, 2021, March 23, 2022 and March 23, 2023 and were settled in shares of the Issuer's common stock on a one-for-one basis.
4. 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. The Restricted Stock Units vest ratably over three years beginning on the first anniversary of the grant date.

Remarks:

/s/ William F. Fry as Attorney-in-Fact for Tod M. Cooper 03/24/2022

** 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.