## FORM 5

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL						
OMB Number:	3235-0362					
Estimated average burden						
hours per response:	1.0					

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

## ANNUAL 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

Name and Address of Reporting Person*  Patterson William				2. Issuer Name and Ticker or Trading Symbol MYR GROUP INC. [MYRG]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) (First) (Middle)					3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2011							<ul><li>X Director</li><li>Officer (give ti below)</li></ul>			10% Owr Other (sp below)			
		07423	4. If Amendment, Date of Original Filed (Month/Day/Year)								Line	S. Individual or Joint/Group Filing (Check Applicable ine)  X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(Sta	ate)	(Zip)																
	Tal	ole I - Non-Deri	vative Secu	ritie	s Acc	uire	d, Dis	posed	of, o	r Benefi	cial	ly Owne	ed					
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)		∍,  ⊺	3. Transaction		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5				5) Securi		3	6. Ownership Form:		7. Nature of Indirect Beneficial		
							Amount (I		A) or D)	Price		Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)		Direct (D) or Indirect (I) (Instr. 4)		Ownership (Instr. 4)		
Common Stock 12					W		500(1)		A	\$0	3,5		)2	2 D				
Common Stock												2,000		I		By ENSTAR Management Corporation		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Yea		4. Transaction Code (Instr. 8)	de (Instr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				Amount of Securities Underlying Derivative Security (Inst 3 and 4)  Amount of Numiton of		nt cc	of derivative Security (Instr. 5) Owned Follow Report Transa (Instr. 4		ive iles cially ing ed ction(s)		ship (D) rect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Fir MORE ROASUS NJ (State ecurity (Instr.	(First) MORE ROAD  (State)  Take ecurity (Instr. 3)  Stock  Conversion or Exercise Price of Derivative (Month/Day/Year	(First) (Middle)  MORE ROAD  (State) (Zip)  Table I - Non-Deri ecurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Deriva (e.g., p.	(First) (Middle)  MORE ROAD  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Stock  Table II - Derivative Security (e.g., puts, calls, volume or Exercise Price of Derivative (Month/Day/Year)  2. Table II - Derivative Security (e.g., puts, calls, volume or Exercise (Month/Day/Year)  3. Statemen 12/31/20  4. If Amend 22. Transaction Date (Month/Day/Year)  A Deemed Execution Date (if any (Month/Day/Year))  4. Transaction Code (Instr. 8)	MYR GRO  3. Statement for 12/31/2011  4. If Amendment  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Stock 12/14/2011  Stock 12/14/2011  2. Table II - Derivative Securities (e.g., puts, calls, warr (month/Day/Year)  2. Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)  3. Transaction Execution Date, if any (Month/Day/Year)  3. Statement for 12/31/2011  4. If Amendment Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3. Statement for 12/31/2011  4. If Amendment Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3. Statement for 12/31/2011  4. If Amendment Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3. Statement for 12/31/2011  4. If Amendment Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  5. No. Transaction Code (Instr. By)  6. Odd (Instr. By)  6. Odd (Instr. By)  7. Odd (Instr. By)  8. Odd (Instr. By)  8. Odd (Instr. By)  9. Odd (Instr. By)	MYR GROUP II	MYR GROUP INC.  (First) (Middle)  (Gus NJ 07423  (State) (Zip)  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, option or Exercise Price of Derivative Security  Security  MYR GROUP INC.  3. Statement for Issuer's Fiscal 12/31/2011  4. If Amendment, Date of Original 2A. Deemed Execution Date, if any (Month/Day/Year)  Transaction Code (Instr. 8)  W  Stock  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, option or Exercise Price of Date (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date (Instr. 3, 4 and 5)  Date Date	MYR GROUP INC. [MY]  (First) (Middle)  MORE ROAD  Table I - Non-Derivative Securities Acquired, Dispectivity (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, core Exercise Price of Derivative Security  Stock  Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, core (Month/Day/Year)  (Month/Day/Year)  Anoun  3. Transaction Date (e.g., puts, calls, warrants, options, core Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date  Date  Date  Date  Date  Date  Date  Date  Date	MYR GROUP INC. [MYRG]   3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)   4. If Amendment, Date of Original Filed (Month/Day/Year)   5. Number of (e.g., puts, calls, warrants, options, convertificity of (D) (Instr. 3)   3. Transaction Date (e.g., puts, calls, warrants, options, convertificity of Derivative Security   5. Number of Date (Month/Day/Year)   6. Date Experion Date (Month/Day/Year)   6. Date Expiration Date (Month/Day/Year)   6. Dat	MYR GROUP INC. [MYRG]	MYR GROUP INC. [MYRG]  3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year)  (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8)  Stock 12/14/2011 W 500(1) A \$0  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (Month/Day/Year)  2. Transaction (Month/Day/Year) 3. Transaction (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (Month/Day/Year)  3. Transaction (b. J. Transaction (J. Amount (A) or Disposed of (Month/Day/Year) (Month/Day/Year)  3. Transaction (J. Amount (A) or Disposed of (Month/Day/Year) (Month/Day/Year)  3. Transaction (J. Amount (A) or Disposed of (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  3. Transaction (J. Amount (A) or Disposed of (Month/Day/Year) (M	MYR GROUP INC. [MYRG]  3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficial Execution Date, (Month/Day/Year)  (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (or Exercise of Date (Month/Day/Year) (Month/Day/Year)  Date (Month/Day/Year)  3. Transaction Date (or Exercise of Date (Month/Day/Year) (Month/Day/Year)  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date (Month/Day/Year)  Amount of Securities Securities (Month/Day/Year)  Date Expiration Date Security (Instr. 3, 3 and 4)  Amount or Number or Numbe	MYR GROUP INC. [MYRG]   MYRG   MYRG	MYR GROUP INC. [MYRG]   Statement for Issuer's Fiscal Year Ended (Month/Day/Year)   Statement for Issuer's Fiscal Year Ended	MYR GROUP INC. [MYRG]   Statement for Issuer's Fiscal Year Ended (Month/Day/Year)   MORE ROAD   12/3 1/2011   Statement for Issuer's Fiscal Year Ended (Month/Day/Year)   Statement for	MYR GROUP INC. [MYRG]   Check all applicable   X Director   10 Officer (give title below)   Direct   Officer   Officer	MYR GROUP INC. [MYRG]  3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State)  (State)  (State)  (State)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Execution Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Line)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Execution Date (Instr. 3)  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Month/Day/Year)  (Month/Day/Yea	

## Explanation of Responses:

1. Shares inherited by reporting person's spouse.

/s/ Gerald B. Engen, Jr., as Attorney-in-Fact for William D. Patterson

02/06/2012

\*\* 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.