

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>Swartz Richard S. Jr.</u> (Last) (First) (Middle) <u>MYR GROUP INC.</u> <u>1701 GOLF ROAD SUITE 3-1012</u> (Street) <u>ROLLING MEADOWS IL 60008-4210</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MYR GROUP INC. [MYRG]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2009</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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>Group VP</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <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	08/13/2009		S		100	D	\$22.69	11,023	D	
Common Stock	08/13/2009		S		11	D	\$22.7	11,012	D	
Common Stock	08/13/2009		S		33	D	\$22.71	10,979	D	
Common Stock	08/13/2009		S		11	D	\$22.72	10,968	D	
Common Stock	08/13/2009		S		11	D	\$22.74	10,957	D	
Common Stock	08/13/2009		S		1,800	D	\$22.75	9,157	D	
Common Stock	08/13/2009		S		100	D	\$22.76	9,057	D	
Common Stock	08/13/2009		S		36	D	\$22.77	9,021	D	
Common Stock	08/13/2009		S		700	D	\$22.78	8,321	D	
Common Stock	08/13/2009		S		252	D	\$22.7801	8,069	D	
Common Stock	08/13/2009		S		1,444	D	\$22.79	6,625	D	
Common Stock	08/13/2009		S		100	D	\$22.82	6,525	D	
Common Stock	08/13/2009		S		400	D	\$22.83	6,125	D	
Common Stock	08/13/2009		S		100	D	\$22.84	6,025	D	
Common Stock	08/14/2009		M		25,000	A	\$3.6491	31,025	D	
Common Stock	08/14/2009		S		162	D	\$21.34	30,863	D	
Common Stock	08/14/2009		S		16	D	\$21.35	30,847	D	
Common Stock	08/14/2009		S		24	D	\$21.36	30,823	D	
Common Stock	08/14/2009		S		200	D	\$21.41	30,623	D	
Common Stock	08/14/2009		S		2,800	D	\$21.5	27,823	D	
Common Stock	08/14/2009		S		100	D	\$21.51	27,723	D	
Common Stock	08/14/2009		S		400	D	\$21.53	27,323	D	
Common Stock	08/14/2009		S		1,198	D	\$21.55	26,125	D	
Common Stock	08/14/2009		S		100	D	\$21.555	26,025	D	
Common Stock	08/14/2009		S		100	D	\$21.56	25,925	D	

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	08/14/2009		S		100	D	\$21.57	25,825	D	
Common Stock	08/14/2009		S		100	D	\$21.59	25,725	D	
Common Stock	08/14/2009		S		400	D	\$21.6	25,325	D	
Common Stock	08/14/2009		S		500	D	\$21.605	24,825	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				
Non- Qualified Stock Option	\$3.6481	08/14/2009		M			25,000	12/20/2007	06/02/2016	Common Stock	25,000	\$3.6481	63,155	D	

Explanation of Responses:

Remarks:

FORM 3 of 5

/s/ Gary Engen, Jr. as
Attorney-in-Fact for Richard S. Swartz, Jr. 08/17/2009

** 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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