

☐ 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
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1. Name and Address of Reporting Person* <u>Johnson Betty R.</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>  3. Date of Earliest Transaction (Month/Day/Year) <u>03/22/2021</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>Senior VP and CFO</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	03/22/2021		M		2,178 <sup>(1)</sup>	A	\$0 <sup>(1)</sup>	35,132	D	
Common Stock	03/22/2021		F		965 <sup>(2)</sup>	D	\$69.8	34,167	D	
Common Stock	03/23/2021		M		2,035 <sup>(1)</sup>	A	\$0 <sup>(1)</sup>	36,202	D	
Common Stock	03/23/2021		F		902 <sup>(2)</sup>	D	\$66.38	35,300	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)	03/22/2021		M			2,178	03/22/2021 <sup>(1)</sup>	03/22/2021 <sup>(1)</sup>	Common Stock	2,178	\$0	2,178	D	
RESTRICTED STOCK UNIT	(1)	03/23/2021		M			2,035	03/23/2021 <sup>(1)</sup>	03/23/2021 <sup>(1)</sup>	Common Stock	2,035	\$0	0	D	
RESTRICTED STOCK UNIT	(3)	03/23/2021		A			3,916	(3)	(3)	Common Stock	3,916	\$0	3,916	D	

Explanation of Responses:

1. These Restricted Stock Units, which were awarded on March 23, 2018 and March 22, 2019 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. 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 Betty R. Johnson 03/24/2021

\*\* 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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