

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 4 TO
SCHEDULE 14D-1
TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934

MYR GROUP INC.
(NAME OF SUBJECT COMPANY)

GPU, INC.
GPX ACQUISITION CORP.
(BIDDERS)

COMMON STOCK, \$0.01 PAR VALUE
(TITLE OF CLASS OF SECURITIES)

554053108
(CUSIP NUMBER OF COMMON STOCK)

T. G. HOWSON
VICE PRESIDENT AND TREASURER
GPU, INC.
300 MADISON AVENUE
MORRISTOWN, NEW JERSEY 07962-1911
(973) 455-8200

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED
TO RECEIVE NOTICES AND COMMUNICATION ON BEHALF OF BIDDERS)

WITH A COPY TO:
PAUL M. REINSTEIN, ESQ.
FRIED, FRANK, HARRIS, SHRIVER & JACOBSON
ONE NEW YORK PLAZA
NEW YORK, NEW YORK 10004-1980
(212) 859-8000

WITH A COPY TO:
DOUGLAS E. DAVIDSON, ESQ.
BERLACK, ISRAELS & LIBERMAN LLP
120 WEST 45TH STREET
NEW YORK, NEW YORK 10036
(212) 704-0100

This Amendment No. 4 filed on April 14, 2000 to the Schedule 14D-1 filed on December 29, 1999, relates to a tender offer by GPX Acquisition Corp., a Delaware corporation ("Offeror"), a direct wholly owned subsidiary of GPU, Inc., a Pennsylvania corporation ("Parent"), to purchase all issued and outstanding shares of common stock, par value \$.01 per share (the "Common Stock") of MYR Group Inc., a Delaware corporation (the "Company"), at a purchase price of \$30.10 per share of Common Stock, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 29, 1999 and in the related Letter of Transmittal.

This amendment constitutes the final amendment to the Schedule 14D-1 required by General Instruction D to such Schedule. The tender offer terminated at 6:00 p.m., New York City Time, on Friday, April 14, 2000. A total of 6,241,416 shares of Common Stock were properly tendered and not withdrawn as of the termination of the tender offer (including 152,596 shares tendered by notice of guaranteed delivery). This represented approximately 93.0% of the issued and outstanding shares of Common Stock of the Company.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended to add the following exhibit:

(a) (14) - Form of Press Release, as issued by Parent and Offeror on April 14, 2000.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 14, 2000

GPU, INC.

By: /s/ T.G. Howson

Name: T.G. Howson
Title: Vice President

GPX ACQUISITION CORP.

By: /s/ Dave Brauer

Name: Dave Brauer
Title: Vice President

EXHIBIT INDEX

EXHIBIT	DESCRIPTION NO.
(a) (14) --	Form of Press Release, as issued by Parent and Offeror on April 14, 2000.

EX- 99. (a) (14)

[Press Release]

Date: April 14, 2000
Contact: Ned Raynolds (973) 401 8294
For Release: Immediately
Release Number: 00-13

GPU, INC. SUCCESSFULLY COMPLETES THE TENDER OFFER
FOR MYR GROUP INC.

Morristown, NJ - GPU, Inc. (NYSE:GPU) today announced the successful completion of its tender offer for all of the outstanding shares of Common Stock of MYR Group Inc. (NYSE: MYR). The tender offer was made through GPX Acquisition Corp., its direct wholly owned subsidiary. The tender offer was completed after GPU received authorization under the Public Utility Holding Company Act from the Securities and Exchange Commission for GPX Acquisition Corp. to acquire MYR Group. The tender offer expired today at 6:00 p.m., New York City time, at which time approximately 6,241,416 shares of Common Stock of MYR Group had been tendered (including 152,596 shares tendered by notice of guaranteed delivery). This represents approximately 93.0% of the outstanding shares of Common Stock of MYR Group. GPU will accept for payment all the shares of Common Stock tendered at the tender offer price of \$30.10 per share.

GPU, Inc., headquartered in Morristown, NJ, is a registered public utility holding company providing utility and utility-related services to customers throughout the world. GPU serves 4.6 million customers directly through its electric companies - GPU Energy in the US, Midlands Electricity plc in the UK, and Emdersa in Argentina. It serves another 1.4 million customers indirectly through its electric and gas transmission subsidiaries GPU PowerNet and GPU GasNet in Australia. The company's independent power project business units own interests in and operate 22 projects in 7 countries and the US. GPU's 1999 revenues were \$4.8 billion and its total assets were \$21.7 billion. GPU's other subsidiaries include GPU Advanced Resources, Inc., GPU International, Inc., GPU Nuclear, Inc., GPU Service, Inc., and GPU Telcom Services, Inc. (<http://www.gpu.com>).

MYR Group Inc., headquartered in Rolling Meadows, IL, was founded in 1891, with its principal business consisting of utility infrastructure and commercial and industrial contracting services. MYR Group is the fifth largest specialty contractor in the U.S., comprised of eight operating subsidiaries with offices spanning the country. MYR Group had 1999 revenues and net income of \$477 million and \$9 million, respectively.