MYR GROUP INC.

Form 4 March 15, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

Stock

(Print or Type Responses)

(State)

03/14/2017

(Zip)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Johnson Gary Ronald Issuer Symbol MYR GROUP INC. [MYRG] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Officer (give title Other (specify 4852 ESTERO BLVD. 03/14/2017 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting FT. MYERS BEACH, FL 33931 Person

	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiency 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)	omr Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	03/14/2017		M	8,000	A	\$ 13	29,102	D			
Common Stock	03/14/2017		S	1,300	D	\$ 38.8865 (1)	27,802	D			
Common Stock	03/14/2017		S	4,041	D	\$ 40.2127 (2)	23,761	D			
Common	03/14/2017		c	2 650	D	\$ 40.573	21 102	D			

2,659

(3)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

21,102

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

S

Edgar Filing: MYR GROUP INC. - Form 4

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 control number.

5. Number

6. Date Exercisable and

SEC 1474 (9-02)

7. Title and Amour

Stock

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed

Derivative	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Derivative		Expiration Date		Underlying Securit	
Security				Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)				(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Non-Qualified	\$ 13	03/14/2017		M	8.000	12/20/2008	12/20/2017	Common	8.0

4.

Reporting Owners

2.

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Johnson Gary Ronald 4852 ESTERO BLVD. FT. MYERS BEACH, FL 33931

Signatures

Stock Option

1. Title of

/s/ Gerald B. Engen, Jr. as Attorney-in-Fact for Gary R. Johnson

03/15/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- Represents a weighted average price per share of 1,300 shares of common stock sold in 11 transactions, ranging in price from \$38.63 to (1) \$39.44 per share. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average price per share of 4,041 shares of common stock sold in 23 transactions, ranging in price from \$39.68 to \$40.40 per share. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average price per share of 2,659 shares of common stock sold in 18 transactions, ranging in price from \$40.41 to \$40.75 per share. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

Reporting Owners 2

Edgar Filing: MYR GROUP INC. - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.