MYR GROUP INC.

Form 4 March 26, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer

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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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * EVANS PAUL J.			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. Date of Earliest Transaction	(Check an applicable)			
1701 GOLF ROAD, SUITE 3-1012		ГЕ 3-1012	(Month/Day/Year) 03/24/2015	Director 10% Owner Officer (give title Other (specify below) VP, CFO and Treasurer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
ROLLING MEADOWS, IL 60008			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reportin Person			

(State)

(Zip)

(City)	(State)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			d of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)		5)	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership		
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
C			Code V	Amount	(D)	Price			
Common	03/24/2015		F	503 (1)	D	\$	19,121	D	
Stock	03/2 1/2013		•	303 _		30.16	19,121	D	
C				2.070					
Common	03/24/2015		A	3,978	A	\$ 0	23,099	D	
Stock				(2)		·	,		
Common						\$			
	03/25/2015		F	251 <u>(1)</u>	D	Ψ 21.42	22,848	D	
Stock						31.42			

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

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Table I. Non Desirative Committee Assumed Disposed of an Deneficially Or

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	;		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	Date	Title	Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

EVANS PAUL J. 1701 GOLF ROAD SUITE 3-1012 ROLLING MEADOWS, IL 60008

VP, CFO and Treasurer

Signatures

/s/ Gerald B. Engen, Jr. as Attorney-in-Fact for Paul J. Evans

03/26/2015

Date

**Signature of Reporting Person

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).
- (1) These shares were withheld to cover taxes associated with the vesting of restricted stock issued under the MYR Group Inc. 2007 Long-Term Incentive Plan, as amended.
- (2) Shares of restricted stock granted pursuant to the MYR Group Inc. 2007 Long-Term Incentive Plan, as amended. These shares will vest ratably over three years beginning March 24, 2016.

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.

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