

STERLING CONSTRUCTION CO INC
 Form 4
 November 10, 2008

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ABERNATHY JOHN D

2. Issuer Name and Ticker or Trading Symbol
STERLING CONSTRUCTION CO INC [STRL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

1705 FAULKNER STREET

(Street)

NEW SMYRNA BEACH, FL 32168

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 11/07/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | 11/07/2008 | | M | | 3,000 | A | \$ 0.938 |
| Common Stock | 11/07/2008 | | M | | 3,000 | A | \$ 1.063 |
| Common Stock | 11/07/2008 | | M | | 1,166 | A | \$ 0.75 |
| Common Stock | 11/07/2008 | | M | | 12,000 | A | \$ 1.5 |

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option | \$ 0.938 | 11/07/2008 | | M | 3,000 | 05/01/1999 | 05/01/2009 | Common Stock | 3,000 |
| Stock Option | \$ 1.063 | 11/07/2008 | | M | 3,000 | 05/01/2000 | 05/01/2010 | Common Stock | 3,000 |
| Stock Option | \$ 0.75 | 11/07/2008 | | M | 1,166 | 05/01/2001 | 05/01/2011 | Common Stock | 1,166 |
| Stock Option | \$ 1.5 | 11/07/2008 | | M | 12,000 | (1) | 07/23/2011 | Common Stock | 12,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ABERNATHY JOHN D 1705 FAULKNER STREET NEW SMYRNA BEACH, FL 32168 | | | X | |

Signatures

Roger M. Barzun under a Power of Attorney
11/10/2008

__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).

(1) This stock option was granted by the Company on July 23, 2001. It became exercisable in four equal installments of 3,000 shares each, on the grant date and the first three anniversaries of the grant date and therefore became exercisable in full on July 23, 2004.

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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