WILLBROS GROUP INC

Form 4 October 08, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

Issuer

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

2. Issuer Name and Ticker or Trading

WILLBROS GROUP INC [WG]

Symbol

See Instruction 1(b).

DeKraai Arlo B

(Print or Type Responses)

1. Name and Address of Reporting Person *

			WILLDROS GROOT INC [WO]					(Check all applicable)				
(Last) (First) (Middle) 1900 NORTH 161ST EAST			10/06/2008					X Director 10% Owner Officer (give title Other (specify below)				
AVENUE	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)						
TULSA, O	_					_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	Table I	Table I - Non-Derivative Securities Acquir					red, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deem Execution any (Month/D			4. Securit ord Dispos (Instr. 3, 4)	ed of		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)		
Common Stock	10/06/2008		I	•	61,000	A	\$ 16.336 (1)	61,000	I	By Trust		
Common Stock	10/07/2008		I	•	29,800	A	\$ 15.4861 (2)	90,800	I	By Trust		
Common Stock	10/07/2008		I	•	30,200	A	\$ 16.3059 (3)	121,000	I	By Trust		
Common Stock								198,805	D			

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

	 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	Date Exerc	cisable and	7. Title	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amou	nt of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)		Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securi	ties	(Instr. 5)]
		Derivative				Securities			(Instr.	3 and 4)		(
		Security				Acquired						J
						(A) or						J
						Disposed						7
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
								Expiration		Number		
								Date		of		
				Code V	(A) (D)				Shares			
					Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DeKraai Arlo B 1900 NORTH 161ST EAST AVENUE X TULSA, OK 74116

Signatures

William L. Pardue, Attorney-in-fact for Arlo B.

DeKraai 10/08/2008

**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).
- This transaction was executed in multiple trades on October 6, 2008 at prices ranging from \$15.80 to \$16.59. The price reported above (1) reflects the weighted average purchase price. The reporting person hereby undertakes to provide to the Commission staff, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares purchased at each separate price.
- This transaction was executed in multiple trades on October 7, 2008 at prices ranging from \$14.90 to \$15.90. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide to the Commission staff, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares purchased at each separate price.
- This transaction was executed in multiple trades on October 7, 2008 at prices ranging from \$15.91 to \$16.65. The price reported above (3) reflects the weighted average purchase price. The reporting person hereby undertakes to provide to the Commission staff, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares purchased at each separate price.

Reporting Owners 2

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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.