

MYR GROUP INC.  
Form 4  
July 23, 2013

**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 \*  
**KOERTNER WILLIAM A**

(Last) (First) (Middle)

**MYR GROUP INC., 1701 GOLF ROAD SUITE 3-1012**

(Street)

**ROLLING MEADOWS, IL 60008-4210**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MYR GROUP INC. [MYRG]**

3. Date of Earliest Transaction (Month/Day/Year)  
**07/19/2013**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman, President and CEO**

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 or Price   |  |   |
| Common Stock                    | 07/19/2013                           |  | M                              |   | 20,000 (1) \$ 3.6481  | A  | 245,704 D   |
| Common Stock                    | 07/19/2013                           |  | S                              |   | 20,000 (1) \$ 21.25 (2)   | D  | 225,704 D   |
| Common Stock                    | 07/22/2013                           |  | M                              |   | 10,000 (1) \$ 3.6481  | A  | 235,704 D   |
| Common Stock                    | 07/22/2013                           |  | S                              |   | 10,000 (1) \$ 22  | D  | 225,704 D   |

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares of Underlying Security |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Non-Qualified Stock Option                 | \$ 3.6481  | 07/19/2013                           |  | M                              | 20,000<br><u>(1)</u>  | 12/20/2007 06/02/2016                                    | Common Stock  | 20   |
| Non-Qualified Stock Option                 | \$ 3.6481  | 07/22/2013                           |  | M                              | 10,000<br><u>(1)</u>  | 12/20/2007 06/02/2016                                    | Common Stock  | 10   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                   |       |
|---|---------------|-----------|-----------------------------------|-------|
|   | Director      | 10% Owner | Officer                           | Other |
| KOERTNER WILLIAM A<br>MYR GROUP INC.<br>1701 GOLF ROAD SUITE 3-1012<br>ROLLING MEADOWS, IL 60008-4210 |               |           | Chairman,<br>President and<br>CEO |       |

## Signatures

/s/ Gerald B. Engen, Jr. as Attorney-in-Fact for William A. Koertner  
07/23/2013

\_\_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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 24, 2013.

(2) The price recorded in column 4 represents a weighted average price per share of 20,000 shares of common stock sold in 2 transactions, ranging in price from \$21.00 to \$21.50 per share. For all transactions reported in this line of Form 4, utilizing a weighted average price, 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.

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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