

DAVIES ROBERT M  
Form 4  
September 16, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
DAVIES ROBERT M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/14/2005

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

2751 CENTERVILLE ROAD,  
SUITE 3131

(Street)

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

WILMINGTON, DE 19803

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	09/14/2005		S	500	D \$ 20.2	24,700	D
Common Stock	09/14/2005		S	100	D \$ 20.18	24,600	D
Common Stock	09/14/2005		S	1,700	D \$ 20.16	22,900	D
Common Stock	09/14/2005		S	1,300	D \$ 20.15	21,600	D
Common Stock	09/14/2005		S	1,300	D \$ 20.11	20,300	D

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Common Stock	09/14/2005	S	1,200	D	\$ 20.1	19,100	D
Common Stock	09/14/2005	S	2,100	D	\$ 20.08	17,000	D
Common Stock	09/14/2005	S	1,700	D	\$ 20.06	15,300	D
Common Stock	09/14/2005	S	2,800	D	\$ 20.05	12,500	D
Common Stock	09/14/2005	S	1,400	D	\$ 20.03	11,100	D
Common Stock	09/14/2005	S	4,500	D	\$ 20.02	6,600	D
Common Stock	09/14/2005	S	3,700	D	\$ 20.01	2,900	D
Common Stock	09/14/2005	S	2,900	D	\$ 20	0	D

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

**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.**

SEC 1474  
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)			

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DAVIES ROBERT M  
2751 CENTERVILLE ROAD, SUITE 3131 X  
WILMINGTON, DE 19803

## Signatures

Karen A. Stempinski, 09/16/2005  
under POA

\_\_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).

### Remarks:

This is the third of three reports, each on a separate Form 4 but all relating to the Reporting Person's transactions on 9/14/2005

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.