

Primoris Services Corp
Form 4
May 05, 2015

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

OMB APPROVAL

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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 *
Pratt Brian

(Last) (First) (Middle)

C/O PRIMORIS SERVICES CORPORATION, 2100 MCKINNEY AVENUE, SUITE 1500

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Primoris Services Corp [PRIM]

3. Date of Earliest Transaction
(Month/Day/Year)
05/04/2015

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, CEO & President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 05/04/2015 | | A | 990 ⁽³⁾ A \$ 16.84 | 11,184,008 | D | |
| Common Stock | | | | | 97,810 | I | by Spouse |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Forward Sale Contract (obligation to sell) | (1) (2) | | | | | 03/08/2017 05/03/2017 | Common Stock | 400,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pratt Brian C/O PRIMORIS SERVICES CORPORATION 2100 MCKINNEY AVENUE, SUITE 1500 DALLAS, TX 75201 | X | X | Chairman, CEO & President | |

Signatures

/s/ Peter J. Moerbeek, by power of attorney
Date: 05/05/2015

**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) On March 31, 2014, Mr. Pratt entered into a prepaid variable forward sale with an unaffiliated third party. The contract obliges Mr. Pratt to deliver to the buyer up to 400,000 shares of PRIM common stock (or, at Mr. Pratt's election, an equivalent amount of cash based on the market price of PRIM common stock at that time) on the maturity dates of the contract. The maturity dates are the 40 business days starting March 8, 2017 and ending May 3, 2017 with 10,000 shares maturing each day. For assuming this obligation, Mr. Pratt will receive \$9,860,364 as of March 31, 2014. Mr. Pratt has pledged 400,000 shares of PRIM common stock to secure the obligations. He has retained voting rights of the pledged shares.

(2) On each maturity date, the number of shares delivered to the buyer will be determined as follows: (a) If the settlement price is less than or equal to \$25.6446/share, Mr. Pratt will deliver 10,000 shares; (b) if the settlement price is greater than \$25.6446/share but less than or equal to \$36.8321/share, he will deliver shares equal to the product of 10,000 shares multiplied by \$25.6446 divided by the settlement price; or (c) if the settlement price is greater than \$36.8321/share, he will deliver shares equal to the result of subtracting the quotient of \$111,875 divided by the settlement price from 10,000 shares.

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- (3) Purchased Common Stock shares as part of the Company's Long-Term Retention Plan. The Plan provides certain management employees the opportunity to purchase Company stock with a defined portion of their annual incentive compensation at a discount to the market price. Purchase made through payroll deductions in April 2015, share certificates received on May 4, 2015. Purchases were made at a 25% reduction to the average closing price during December 2014. Shares cannot be sold for 6 months.

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.