WILLBROS GROUP INC

Form 4

March 10, 2008

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

1000

1. Name and Address of Reporting Person * WILLIAMS S MILLER

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

_X__ Director

(Middle)

(Zip)

WILLBROS GROUP INC [WG]

(Check all applicable)

10% Owner

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

C/O WILLBROS USA, INC., 4400 POST OAK PARKWAY, SUITE

(Street)

(State)

(First)

4. If Amendment, Date Original

3. Date of Earliest Transaction

(Month/Day/Year)

03/05/2008

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 77027

(City)	(State)	Table	e I - Non-D	erivative (Secur	ities Acqu	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	03/05/2008		S	400	D	\$ 34.69	3,183	D	
Common Stock	03/05/2008		S	300	D	\$ 34.72	2,883	D	
Common Stock	03/05/2008		S	300	D	\$ 34.71	2,583	D	
Common Stock	03/05/2008		S	228	D	\$ 34.67	2,355	D	
Common Stock	03/05/2008		S	200	D	\$ 34.66	2,155	D	

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Common Stock	03/05/2008	S	100	D	\$ 34.7	2,055	D
Common Stock	03/05/2008	S	100	D	\$ 34.68	1,955	D
Common Stock	03/06/2008	M	5,000	A	\$ 13.66	6,955	D
Common Stock	03/06/2008	M	5,000	A	\$ 21.19	11,955	D
Common Stock	03/06/2008	S	5,700	D	\$ 34	6,255	D
Common Stock	03/06/2008	S	1,300	D	\$ 34.04	4,955	D
Common Stock	03/06/2008	S	1,100	D	\$ 34.01	3,855	D
Common Stock	03/06/2008	S	500	D	\$ 34.13	3,355	D
Common Stock	03/06/2008	S	400	D	\$ 34.06	2,955	D
Common Stock	03/06/2008	S	300	D	\$ 34.12	2,655	D
Common Stock	03/06/2008	S	300	D	\$ 34.07	2,355	D
Common Stock	03/06/2008	S	300	D	\$ 34.03	2,055	D
Common Stock	03/06/2008	S	100	D	\$ 34.08	1,955	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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		
	Derivative				(A) or		
	Security				Disposed of		
	·				(D)		
					(Instr. 3, 4,		
					and 5)		

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			Code V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 13.66	03/06/2008	M	5,000	11/20/2004	05/20/2014	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 21.19	03/06/2008	M	5,000	07/10/2005	01/10/2015	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
WILLIAMS S MILLER							
C/O WILLBROS USA, INC.	X						
4400 POST OAK PARKWAY, SUITE 1000	Λ						
HOUSTON, TX 77027							

Signatures

Dennis G. Berryhill, Attorney-in-fact for S. Miller Williams 03/10/2008

Explanation of Responses:

**Signature of Reporting Person

- * 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).

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.

Date

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