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Coward Jerri	it M									
Form 4										
March 03, 20	011									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									/IB APPROVAL	
Washington, D.C. 20549								OMB Number:	3235-0287	
Check the if no long						Expires:	January 31, 2005			
subject to Section 1 Form 4 o Form 5	6. r		F CHANGES IN BENEFICIAL OWN SECURITIES					Estimated a burden hou response	iverage	
Form 5 obligations may continue. See Instruction 1(b). 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 I	Responses)									
Coward Jerrit M s			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
Willbros Group, Inc.\NEW\ [WG]						(Chec	k all applicable)		
(Last)	(First) (Mic	,	f Earliest Tr	ansaction			Director	100/	Owner	
4400 POST PARKWAY		(Month/Day/Year) 01/15/2011				Diffect of 10% Owner Officer (give title Other (specify below) below) Senior Vice President				
			endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
HOUSTON							Form filed by M Person	fore than One Re	porting	
(City)	(State) (Z	Cip) Tabl	le I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	01/15/2011		F	1,150	D	\$ 10.46	78,411	D		
Common Stock	03/01/2011		F	351	D	\$ 11.34	78,060	D		
Common Stock							292 <u>(1)</u>	I	401(k) Plan	

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

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number.

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. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Coward Jerrit M 4400 POST OAK PARKWAY SUITE 1000 HOUSTON, TX 77027			Senior Vice President				
Signatures							
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Lori Pinder, Attorney-in-fact for Jerrit M. Coward

<u>**</u>Signature of Reporting Person

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) Information is based on a plan statement dated as of October 6, 2009.

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.

03/03/2011

Date