

KOERTNER WILLIAM A
 Form 4
 May 21, 2018

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 *
KOERTNER WILLIAM A

(Last) (First) (Middle)

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

(Street)

ROLLING MEADOWS, IL 60008

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) | Price | | |
| Common Stock | 05/17/2018 | | M | A | \$ 24.68 | 312,625 | D |
| Common Stock | 05/17/2018 | | S | D | \$ 38.6887 (1) | 303,244 | D |
| Common Stock | 05/18/2018 | | M | A | \$ 24.68 | 304,695 | D |
| Common Stock | 05/18/2018 | | S | D | \$ 38.7113 (2) | 303,244 | D |

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option | \$ 24.68 | 05/17/2018 | | M | 9,381 | 03/25/2014 03/31/2021 | Common Stock | 9,381 |
| Non-Qualified Stock Option | \$ 24.68 | 05/18/2018 | | M | 1,451 | 03/25/2014 03/31/2021 | Common Stock | 1,451 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KOERTNER WILLIAM A MYR GROUP INC. 1701 GOLF ROAD SUITE 3-1012 ROLLING MEADOWS, IL 60008 | | | | |

Signatures

/s/ Gerald B. Engen, Jr. as Attorney-in-Fact for William A. Koertner 05/21/2018

__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).

Represents a weighted average price per share of 9,381 shares of common stock sold in 32 transactions, ranging in price from \$38.50 to \$38.89 per share. 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.

(2)

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Represents a weighted average price per share of 1,451 shares of common stock sold in 12 transactions, ranging in price from \$38.59 to \$38.88 per share. 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. 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.