

Imsdahl Bruce T  
 Form 4  
 February 03, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Imsdahl Bruce T

2. Issuer Name and Ticker or Trading Symbol  
 MDU RESOURCES GROUP INC  
 [MDU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President & CEO, Mont.-Dakota

MONTANA-DAKOTA UTILITIES CO., 400 NORTH FOURTH STREET

(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

BISMARCK, ND 58501

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 02/01/2006                           |  | M                              | 11,361 A \$ 19.8267   | 17,859  | D  |   |
| Common Stock                    | 02/01/2006                           |  | S                              | 300 D \$ 36.05  | 17,559  | D  |   |
| Common Stock                    | 02/01/2006                           |  | S                              | 9,500 D \$ 36.09  | 8,059   | D  |   |
| Common Stock                    | 02/01/2006                           |  | S                              | 1,200 D \$ 36.19  | 6,859   | D  |   |
| Common Stock                    | 02/01/2006                           |  | S                              | 361 D \$ 36.23  | 6,498   | D  |   |
| Common Stock - (401-k)          |                                      |  |                                |   | 15,043.211  | I  | By Trustee  |

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|                                     |           |   |                            |
|-------------------------------------|-----------|---|----------------------------|
| Common Stock -<br>(ESOP)            | 8,789.909 | I | By<br>Trustee              |
| Common<br>Stock-Restricted<br>Stock | 3,060     | I | By<br>Trustee              |
| Common Stock                        | 15,896.49 | I | Imsdahl<br>Family<br>Trust |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |        |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                               |        |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 19.8267   | 02/01/2006                              |   | M                                    | 11,361   | 02/15/2010   | 02/15/2011  | Common<br>Stock                     | 11,361 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                     |       |
|--|---------------|-----------|-------------------------------------|-------|
|  | Director      | 10% Owner | Officer                             | Other |
| Imsdahl Bruce T<br>MONTANA-DAKOTA UTILITIES CO.<br>400 NORTH FOURTH STREET<br>BISMARCK, ND 58501 |               |           | President &<br>CEO,<br>Mont.-Dakota |       |

## Signatures

Bruce T.  
Imsdahl

02/03/2006

Date

\_\_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) These options were exercisable 2/15/2010. Vesting was accelerated for all options except for 17,264. The balance of the 17,264 will vest on 2/15/2010, but vesting of some or all of these 17,264 may be accelerated depending on attainment of certain performance goals.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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