

Engen Gerald B. Jr.  
Form 4  
August 17, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Engen Gerald B. Jr.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
MYR GROUP INC., 1701 GOLF ROAD SUITE 3-1012  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/13/2009

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
CLO, VP and Secretary

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

ROLLING MEADOWS, IL 60008-4210

(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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	08/13/2009		M			12,000	A	\$ 3.6481	20,224	D	
Common Stock	08/13/2009		S			100	D	\$ 21.68	20,124	D	
Common Stock	08/13/2009		S			100	D	\$ 21.69	20,024	D	
Common Stock	08/13/2009		S			96	D	\$ 21.7	19,928	D	
Common Stock	08/13/2009		S			400	D	\$ 21.71	19,528	D	

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Common Stock	08/13/2009	S	704	D	\$ 21.72	18,824	D
Common Stock	08/13/2009	S	100	D	\$ 21.73	18,724	D
Common Stock	08/13/2009	S	300	D	\$ 21.74	18,424	D
Common Stock	08/13/2009	S	300	D	\$ 21.75	18,124	D
Common Stock	08/13/2009	S	200	D	\$ 21.81	17,924	D
Common Stock	08/13/2009	S	600	D	\$ 21.86	17,324	D
Common Stock	08/13/2009	S	100	D	\$ 21.91	17,224	D
Common Stock	08/13/2009	S	400	D	\$ 21.94	16,824	D
Common Stock	08/13/2009	S	400	D	\$ 21.96	16,424	D
Common Stock	08/13/2009	S	100	D	\$ 21.97	16,324	D
Common Stock	08/13/2009	S	200	D	\$ 21.98	16,124	D
Common Stock	08/13/2009	S	400	D	\$ 21.99	15,724	D
Common Stock	08/13/2009	S	300	D	\$ 22	15,424	D
Common Stock	08/13/2009	S	100	D	\$ 22.02	15,324	D
Common Stock	08/13/2009	S	100	D	\$ 22.03	15,224	D
Common Stock	08/13/2009	S	100	D	\$ 22.07	15,124	D
Common Stock	08/13/2009	S	200	D	\$ 22.08	14,924	D
Common Stock	08/13/2009	S	200	D	\$ 22.09	14,724	D
Common Stock	08/13/2009	S	300	D	\$ 22.1	14,424	D
Common Stock	08/13/2009	S	100	D	\$ 22.11	14,324	D
	08/13/2009	S	100	D	\$ 22.14	14,224	D

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Common  
Stock

Common Stock	08/13/2009	S	100	D	\$ 22.15	14,124	D
Common Stock	08/13/2009	S	100	D	\$ 22.27	14,024	D
Common Stock	08/13/2009	S	500	D	\$ 22.31	13,524	D

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option	\$ 3.6481	08/13/2009		M	12,000	12/20/2007	06/02/2016	Common Stock	12

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Engen Gerald B. Jr. MYR GROUP INC. 1701 GOLF ROAD SUITE 3-1012 ROLLING MEADOWS, IL 60008-4210			CLO, VP and Secretary	

## Signatures

/s/ Gerald B.  
Engen, Jr. 08/17/2009

\*\*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).

### Remarks:

FORM 1 of 2

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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