

Swartz Richard S. Jr.
Form 4
August 17, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Swartz Richard S. Jr.

(Last) (First) (Middle)

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

(Street)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Group VP

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/13/2009		S		100	D	\$ 22.69
							11,023
Common Stock	08/13/2009		S		11	D	\$ 22.7
							11,012
Common Stock	08/13/2009		S		33	D	\$ 22.71
							10,979
Common Stock	08/13/2009		S		11	D	\$ 22.72
							10,968
Common Stock	08/13/2009		S		11	D	\$ 22.74
							10,957

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Common Stock	08/13/2009	S	1,800	D	\$ 22.75	9,157	D
Common Stock	08/13/2009	S	100	D	\$ 22.76	9,057	D
Common Stock	08/13/2009	S	36	D	\$ 22.77	9,021	D
Common Stock	08/13/2009	S	700	D	\$ 22.78	8,321	D
Common Stock	08/13/2009	S	252	D	\$ 22.7801	8,069	D
Common Stock	08/13/2009	S	1,444	D	\$ 22.79	6,625	D
Common Stock	08/13/2009	S	100	D	\$ 22.82	6,525	D
Common Stock	08/13/2009	S	400	D	\$ 22.83	6,125	D
Common Stock	08/13/2009	S	100	D	\$ 22.84	6,025	D
Common Stock	08/14/2009	M	25,000	A	\$ 3.6491	31,025	D
Common Stock	08/14/2009	S	162	D	\$ 21.34	30,863	D
Common Stock	08/14/2009	S	16	D	\$ 21.35	30,847	D
Common Stock	08/14/2009	S	24	D	\$ 21.36	30,823	D
Common Stock	08/14/2009	S	200	D	\$ 21.41	30,623	D
Common Stock	08/14/2009	S	2,800	D	\$ 21.5	27,823	D
Common Stock	08/14/2009	S	100	D	\$ 21.51	27,723	D
Common Stock	08/14/2009	S	400	D	\$ 21.53	27,323	D
Common Stock	08/14/2009	S	1,198	D	\$ 21.55	26,125	D
Common Stock	08/14/2009	S	100	D	\$ 21.555	26,025	D
Common Stock	08/14/2009	S	100	D	\$ 21.56	25,925	D
	08/14/2009	S	100	D	\$ 21.57	25,825	D

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Common
Stock

Common Stock	08/14/2009	S	100	D	\$ 21.59	25,725	D
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Common Stock	08/14/2009	S	400	D	\$ 21.6	25,325	D
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Common Stock	08/14/2009	S	500	D	\$ 21.605	24,825	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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of S
Non-Qualified Stock Option	\$ 3.6481	08/14/2009		M		25,000		12/20/2007	06/02/2016	Common Stock	25

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Swartz Richard S. Jr.
MYR GROUP INC.
1701 GOLF ROAD SUITE 3-1012
ROLLING MEADOWS, IL 60008-4210

Group
VP

Signatures

/s/ Gary Engen, Jr., as Attorney-in-Fact for Richard S.
Swartz, 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 3 of 5

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