

Dodgen Kenneth Morris  
 Form 4  
 April 03, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Dodgen Kenneth Morris

(Last) (First) (Middle)

C/O PRIMORIS SERVICES  
 CORPORATION, 2300 NORTH  
 FIELD STREET, SUITE 1900

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Primoris Services Corp [PRIM]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/22/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Chief Financial Officer

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) |                 |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)                        | Price           |
| Common Stock                    | 03/08/2019                           |  | A                              |   | 3,163   | A  |                                   | \$ 15.81<br>(1) |

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

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SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | (2)  | 05/22/2017                           |  | A                              | 10,000  | (3) (3)  | Common Stock  | 10,000                        |
| Restricted Stock Units                     | (2)  | 06/29/2018                           |  | A                              | 7   | (4) (4)  | Common Stock  | 7                             |
| Restricted Stock Units                     | (2)  | 09/28/2018                           |  | A                              | 8   | (4) (4)  | Common Stock  | 8                             |
| Restricted Stock Units                     | (2)  | 10/03/2018                           |  | A                              | 6,161   | (5) (5)  | Common Stock  | 6,161                         |
| Restricted Stock Units                     | (2)  | 12/31/2018                           |  | A                              | 11  | (4) (4)  | Common Stock  | 11                            |
| Restricted Stock Units                     | (2)  | 03/29/2019                           |  | A                              | 10  | (4) (4)  | Common Stock  | 10                            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Dodgen Kenneth Morris<br>C/O PRIMORIS SERVICES CORPORTATION<br>2300 NORTH FIELD STREET, SUITE 1900<br>DALLAS, TX 75201 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Kenneth M. Dodgen, by power of attorney  
 04/03/2019  
 \*\*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).

- Purchased PRIM Common Stock shares as part of Primoris Services Corporation's (the "Company's") Long-Term Retention Plan. The Plan provides certain management employees the opportunity to purchase Company stock with a defined portion of their annual incentive compensation at a discount to the market price. Purchases were made at a 25% reduction to the average closing price during December 2018. Shares cannot be sold for 6 months.
- (1) Each restricted stock unit represents a contingent right to receive one share of PRIM common stock or the cash value thereof on the date of settlement, in the Company's discretion.

- The restricted stock units vest in three equal annual installments on each of the first through third anniversaries of the May 22, 2017, subject to accelerated vesting upon the reporting person's termination without cause, death, disability, or a change in control of the Company. Vested restricted stock units will be settled in stock or cash on the earlier of (i) six months following the reporting person's termination of employment; (ii) the date of the reporting person's death or the date the reporting person becomes disabled; (iii) the date of a change in control of the Company; or (iv) May 22, 2020.
- (3) Represents dividend equivalent units in the form of restricted stock units with respect to vested restricted stock units. Vested restricted stock units will be settled in stock or cash on the earlier of (i) six months following the reporting person's termination of employment; (ii) the date of the reporting person's death or the date the reporting person becomes disabled; (iii) the date of a change in control of the Company; or (iv) May 22, 2020.

- The restricted stock units vest in three equal annual installments on each of the first through third anniversaries of the October 3, 2018, subject to accelerated vesting upon the reporting person's termination without cause, death, disability, or a change in control of the Company. Vested restricted stock units will be settled in stock or cash on the earlier of (i) six months following the reporting person's termination of employment; (ii) the date of the reporting person's death or the date the reporting person becomes disabled; (iii) the date of a change in control of the Company; or (iv) October 3, 2021.
- (5)

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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