

Willbros Group, Inc.\NEW\
 Form 4
 May 29, 2012

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 *
INFRASTRUX HOLDINGS, LLC

2. Issuer Name and Ticker or Trading Symbol
Willbros Group, Inc.\NEW\ [WG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2012

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

C/O TENASKA CAPITAL MANAGEMENT, LLC, 1044 N 115TH STREET, SUITE 400

(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
 ___X___ Form filed by More than One Reporting Person

OMAHA, NE 68154-4446

(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	(D)	Price
Common Stock	05/24/2012		A		27,272	A	\$ 0
					7,963,590	D	(1)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INFRASTRUX HOLDINGS, LLC C/O TENASKA CAPITAL MANAGEMENT, LLC 1044 N 115TH STREET, SUITE 400 OMAHA, NE 68154-4446		X		
TPF POWER, INC. C/O TENASKA CAPITAL MANAGEMENT, LLC 1044 N 115TH STREET, SUITE 400 OMAHA, NE 68154-4446		X		
TPF INFRASTRUX HOLDINGS, LLC C/O TENASKA CAPITAL MANAGEMENT, LLC 1044 N 115TH STREET, SUITE 400 OMAHA, NE 68154-4446		X		
TENASKA POWER FUND, LP C/O TENASKA CAPITAL MANAGEMENT, LLC 1044 N 115TH STREET, SUITE 400 OMAHA, NE 68154-4446		X		
TENASKA PF G, LLC C/O TENASKA CAPITAL MANAGEMENT, LLC 1044 N 115TH STREET, SUITE 400 OMAHA, NE 68154-4446		X		
TENASKA PF, INC. C/O TENASKA CAPITAL MANAGEMENT, LLC 1044 N 115TH STREET, SUITE 400 OMAHA, NE 68254-4446		X		

Signatures

Ryan T. Schroer, Senior Vice President of TPF Power, Inc., Manager of INFRASTRUX HOLDINGS, LLC	05/29/2012
__Signature of Reporting Person	Date
Ryan T. Schroer, Senior Vice President of TPF POWER, INC.	05/29/2012
__Signature of Reporting Person	Date
Ryan T. Schroer, Senior Vice President of TPF Power, Inc., Manager of TPF INFRASTRUX HOLDINGS, LLC	05/29/2012
__Signature of Reporting Person	Date
Ryan T. Schroer, Senior Vice President of Tenaska PF, Inc., Manager of Tenaska PF G LLC, General Partner of TENASKA POWER FUND, L.P.	05/29/2012
__Signature of Reporting Person	Date
Ryan T. Schroer, Senior Vice President of Tenaska PF, Inc., Manager of TENASKA PF G, LLC	05/29/2012
__Signature of Reporting Person	Date
Ryan T. Schroer, Senior Vice President of TENASKA PF, INC.	05/29/2012
__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).
- (1) These shares are indirectly owned by TPF Power, Inc., the manager of InfrastruX Holdings, LLC, the majority of InfrastruX Holdings, LLC, Tenaska Power Fund, L.P., the sole owner of TPF InfrastruX Holdings, LLC, Tenaska PF G, LLC, the general partner of Tenaska Power Fund, L.P., and Tenaska PF, Inc., the manager of Tenaska PF G, LLC. These entities may be deemed indirect beneficial owners of the reported securities.

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.