

Waneka Jeffrey J.
Form 4
March 26, 2019

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 *
Waneka Jeffrey J.

(Last) (First) (Middle)

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

(Street)

ROLLING MEADOWS, IL 60008

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MYR GROUP INC. [MYRG]

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

03/22/2019

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)

SVP and COO C&I

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	03/23/2019		M	Amount 1,659 (1)	A \$ 0 (1) 11,887	D	
Common Stock	03/23/2019		F	480 (2)	D \$ 33.67 11,407	D	
Common Stock	03/23/2019		F	268 (2)	D \$ 33.67 11,139	D	
Common Stock	03/24/2019		F	118 (2)	D \$ 33.67 11,021	D	

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 a Underlyi (Instr. 3)
						Date Exercisable Expiration Date	Title
RESTRICTED STOCK UNIT	(3) (4)	03/22/2019		A	5,940	(3) (3)	Comm Stock
RESTRICTED STOCK UNIT	(1)	03/23/2019		M	1,659	03/23/2019(1) 03/23/2019(1)	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Waneka Jeffrey J. MYR GROUP INC. 1701 GOLF ROAD SUITE 3-1012 ROLLING MEADOWS, IL 60008			SVP and COO C&I	

Signatures

/s/ William F. Fry as Attorney-in-Fact for Jeffrey J.
Waneka

03/26/2019

__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).

- (1) These Restricted Stock Units, which were awarded on March 23, 2018 pursuant to the issuer's 2017 Long-Term Incentive Plan, vest ratably over three years and were settled in common stock on a one-for-one basis.
- Represents shares of common stock withheld to satisfy tax withholding obligations in connection with the vesting of restricted stock
- (2) granted pursuant to the MYR Group Inc. 2007 Long-Term Incentive Plan, as amended and restricted stock units pursuant to the MYR Group Inc. 2017 Long-Term Incentive Plan.
- (3) Each Restricted Stock Unit, awarded pursuant to Issuer's 2017 Long-Term Incentive Plan, represents a contingent right to receive one share of the Issuer's common stock. Units of restricted stock will be converted into 1,980 shares of Issuer's common stock on March 22,

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2020, 2021 and 2022.

(4) The closing stock price of MYR Group stock was \$33.67 on March 22, 2019.

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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