MYR GROUP INC Form 4

August 22, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GOLDMAN SACHS GROUP INC			2. Issuer Name and Symbol MYR GROUP IN	C	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(Last) (First) (Middle)		3. Date of Earliest Tr	ransaction	(Check all applicable)			
			(Month/Day/Year)		Director	_X_ 10% Owner		
85 BROAD) ST		08/20/2008		Officer (give title below)	Other (specified below)		
	(Street)		4. If Amendment, Da	nte Original	6. Individual or Joint/	Group Filing(Check		
NEW YOR	k, NY 10004	1	Filed(Month/Day/Year	·)	Applicable Line) Form filed by One R _X_ Form filed by More Person	1 0		
(City)	(State)	(Zip)	Table I - Non-D	Derivative Securities Acq	uired, Disposed of, or	Beneficially Own		
1.Title of	2. Transaction	n Date 2A. Deei	ned 3.	4. Securities Acquired	5. Amount of 6. C	wnership 7. Natu		

(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	quired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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)	
Common Stock	08/20/2008		Code V S	Amount 94,077	(D)	Price	2,843,846	I	See footnotes (1) (2)
Common Stock	08/21/2008		S	9,800	D	\$ 16	2,834,046	I	See footnotes (1) (2)

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	2.	3. Transaction Date		4. T	5.	6. Date Exer		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		ionNumber	Expiration D		Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	(Year)		rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(211512
					4, and 5)						
					4, and 3)						
									Amount		
						.	.		or		
									Number		
						Exercisable			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
F-	Director	10% Owner	Officer	Other		
GOLDMAN SACHS GROUP INC 85 BROAD ST NEW YORK, NY 10004		X				
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004		X				
Claractures						

Signatures

/s/ Yvette Kosic, 08/22/2008 Attorney-in-fact

**Signature of Reporting Person Date

/s/ Yvette Kosic, 08/22/2008 Attorney-in-fact

**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).
- This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs", and together with GS Group, the "Reporting Persons"). The securities reported herein as indirectly sold were beneficially owned directly by Goldman Sachs. Without admitting any legal obligation, Goldman Sachs will remit appropriate profits, if any, to MYR Group Inc. (the "Company"). Goldman Sachs is a wholly-owned subsidiary of GS Group.
- Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 2,834,046 shares of the (2) Company's common stock, par value \$0.01 per share. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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