

Green William H.
Form 4
February 12, 2013

FORM 4

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

OMB APPROVAL

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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 *
Green William H.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
MYR GROUP INC., 1701 GOLF ROAD SUITE 3-1012
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2013

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				Code	V Amount or Price			
Common Stock	02/08/2013		M	A	2,420 (1) \$ 3.6481	42,744	D	
Common Stock	02/08/2013		S	D	2,420 (2) \$ 23.0165	40,324	D	
Common Stock	02/11/2013		M	A	1,189 (1) \$ 3.6481	41,513	D	
Common Stock	02/11/2013		S	D	1,189 \$ 23	40,324	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 (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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option	\$ 3.6481	02/08/2013		M	2,420 <u>(1)</u>	12/20/2007 06/02/2016	Common Stock	2,420
Non-Qualified Stock Option	\$ 3.6481	02/11/2013		M	1,189 <u>(1)</u>	12/20/2007 06/02/2016	Common Stock	1,189

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Green William H. MYR GROUP INC. 1701 GOLF ROAD SUITE 3-1012 ROLLING MEADOWS, IL 60008-4210			Senior VP	

Signatures

/s/ Gerald B. Engen, Jr., as Attorney-in-Fact for William H. Green
Date: 02/12/2013

__Signature of Reporting Person

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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 31, 2012.
- (2) The price recorded in column 4 represents a weighted average price per share of 2,420 shares of common stock sold in four transactions, ranging in price from \$23.00 to \$23.18 per share. For all transactions reported in this Form 4 utilizing a weighted average price, the reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

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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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