#### Edgar Filing: DeFerrari H Andrew - Form 4

December 18, 2009       OMB APPROVAL         FORM 4       UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB :: 3235-0287         Check this box if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Expires: : 2anuary 31, Expires: : : 2anuary 31, Expires: : : 2anuary 31, Expires: : : : : : : : : : : : : : : : : : :	DeFerrari H A	Andrew									
FORM 4       UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB       3235-0287         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       MB       3235-0287         Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b).       State of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10(b).       State of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(b).       State of the Public Utility Holding Company Act of 1935 or Section 17(b).         (Print or Type Response       2. Issuer Name and Ticker or Trading Symbol       State of the section 17(c).       State of the section 17(c) (First)       State of the function (Month/Day/Year)       State of the section 12(1/2).       State of	Form 4										
Check this box if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       OMB Number: 3235-0287         Check this box if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Form 3       Check this box if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Expires: January 31, 2005         Form 4 or Form 5 may continue. See Instruction 1(b).       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       Section 1940         1(b).       I. Name and Address of Reporting Person 1. (b).       2. Issuer Name and Ticker or Trading Symbol       S. Relationship of Reporting Person(s) to Issuer         11. Name and Address of Reporting Person 1. (Last)       3. Date of Earliest Transaction (Month/Day/Year)       S. Relationship of Reporting Person(s) to Issuer         11.770 U.S. HIGHWAY 1, SUITE       12/16/2009       X_ Officer (give tile below)       Other (specify below)         101       (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)         Applicable Line)       X_ Form filed by One Reporting Person Form filed by More than One Reporting Person       Form filed by More than One Reporting Person	December 18	, 2009									
Check this box       Washington, D.C. 20549       Number: 3235-0287         Check this box       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF       State 2005         Section 16.       SECURITIES       2005         Form 4 or       Form 4 or       Section 16(a) of the Securities Exchange Act of 1934, obligations       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section         Sec Instruction       30(h) of the Investment Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1940         1(b).       (Print or Type Responses)       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         1. Name and Address of Reporting Person *       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Print or Type Responses)       3. Date of Earliest Transaction (Month/Day/Year)       Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Director	FORM	4		GEGUD					OMB AI	PPROVAL	
if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Expires: 2005         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       S. Relationship of Reporting Person(s) to Issuer         1. Name and Address of Reporting Person <sup>*</sup> DeFerrari H Andrew       2. Issuer Name and Ticker or Trading Symbol DYCOM INDUSTRIES INC [DY]       S. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)		UNIL	D STATES					COMMISSION	-	3235-0287	
a biological stratement of changes in beneficial ownership of subjection 16.       SECURITIES       Estimated average burden hours per response       0.5         Form 4 or form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section       0.5         See Instruction       30(h) of the Investment Company Act of 1940       10       10         (b).       (Print or Type Responses)       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         DeFerrari H Andrew       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)         11770 U.S. HIGHWAY 1, SUITE       12/16/2009       Street)									Expires:		
Section 16.       SECURITIES       burden hours per response       0.5         Form 4 or response       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations       0.5       0.5         Form 5       Filed pursuant to Section 16(a) of the Public Utility Holding Company Act of 1935 or Section may continue.       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.       0.5         See Instruction       30(h) of the Investment Company Act of 1940       100       100         I. Name and Address of Reporting Person 1       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         DeFerrari H Andrew       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)	U	STATI	EMENT O	F CHAN	GES IN B	GES IN BENEFICIAL OWNERSHIP OF			. 200		
Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1935 or Section 1(b).       0.5         (Print or Type Responses)       30(h) of the Investment Company Act of 1940 1(b).       1935 or Section 1940       1940         1. Name and Address of Reporting Person 1(b).       2. Issuer Name and Ticker or Trading Symbol DYCOM INDUSTRIES INC [DY]       5. Relationship of Reporting Person(s) to Issuer       Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Check all applicable)       10% Owner 	0	<b>.</b>			SECURITIES						
obligations may continue. 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).       1935 or Section 1940         (Print or Type Responses)       30(h) of the Investment Company Act of 1940         1. Name and Address of Reporting Person <sup>+</sup> .       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Print or Type Responses)       3. Date of Earliest Transaction (Month/Day/Year)       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       5. Relationship of Reporting Person(s) to Issuer         11770 U.S. HIGHWAY 1, SUITE       12/16/2009       —       —         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) -X_ Form filed by More Reporting Person Form filed by More than One Reporting Person         PALM BEACH GARDENS, FL 33408       -       -       -											
may continue.       Section 17(a) of the Public Utility Holding Company Act of 1935 of Section         See Instruction 1(b).       30(h) of the Investment Company Act of 1940         (Print or Type Responses)       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       5. Relationship of Reporting Person(s) to Issuer         11770 U.S. HIGHWAY 1, SUITE       12/16/2009       — Director —											
See Instruction 1(b).       30(h) of the Investment Company Act of 1940         (Print or Type Responses)       1. Name and Address of Reporting Person <sup>*</sup> .       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction       (Check all applicable)         11770 U.S. HIGHWAY 1, SUITE 101       3. Date of Earliest Transaction       (Month/Day/Year)       Image: Check all applicable         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)         PALM BEACH GARDENS, FL 33408       Street       5. Street									n		
(Print or Type Responses)         1. Name and Address of Reporting Person <sup>+</sup> 2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction       (Check all applicable)         11770 U.S. HIGHWAY 1, SUITE 101       12/16/2009       Director I2/16/2009       Image: Director Image: Director Im			30(h)	) of the Inv	vestment C	Company	Act of 194	40			
1. Name and Address of Reporting Person _ DeFerrari H Andrew       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)         11770 U.S. HIGHWAY 1, SUITE 101       12/16/2009	1(b).										
1. Name and Address of Reporting Person _ DeFerrari H Andrew       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)         11770 U.S. HIGHWAY 1, SUITE 101       12/16/2009	(Print or Type R	esponses)									
DeFerrari H Andrew Symbol Symbol DYCOM INDUSTRIES INC [DY] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 12/16/2009 (Check all applicable) Director10% Owner 		•									
(Last)       (First)       (Middle)       3. Date of Earliest Transaction       (Check all applicable)         11770 U.S. HIGHWAY 1, SUITE       12/16/2009		-	ng Person <sup>*</sup>	2. Issuer	Name and Ticker or Trading						
(Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Image: Check all applicable)         11770 U.S. HIGHWAY 1, SUITE       12/16/2009       Image: Check all applicable)         101       12/16/2009       Image: Check all applicable)         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)         PALM BEACH GARDENS, FL 33408	DeFerrari H	Andrew		Symbol				Issuer			
(Last)       (First)       (Middle)       3. Date of Earliest Transaction         (Month/Day/Year)       (Month/Day/Year)	]			DYCOM	I INDUST	FRIES IN	NC [DY]	(Check all applicable)			
11770 U.S. HIGHWAY 1, SUITE       12/16/2009	(Last)	(First)	(Middle)	3. Date of Earliest Transaction			(Chee	k all applicable	·)		
101       Image: Second Participation of the second partipation of the second participation of the sec				(Month/Da	y/Year)					Owner	
101       Sr. VP, CFO & Treasurer         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check         PALM BEACH GARDENS, FL 33408				12/16/20	-						
Filed(Month/Day/Year)     Applicable Line)       PALM BEACH	101							· · · · · · · · · · · · · · · · · · ·		rer	
Filed(Month/Day/Year)       Applicable Line)         _X_Form filed by One Reporting Person        Form filed by More than One Reporting         GARDENS, FL 33408	· · · · · · · · · · · · · · · · · · ·			4. If Amen	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
PALM BEACH Form filed by More than One Reporting Person Person											
GARDENS, FL 33408				,	•						
GARDENS, FL 33408	PALM BEA	СН							Iore than One Re	porting	
$\langle Citra \rangle = \langle Citra \rangle - \langle Zira \rangle$	GARDENS,	FL 33408						i cison			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	(City)	(State)	(Zip)	Table	I - Non-De	rivative S	ecurities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of	1.Title of	2. Transaction	Date 2A. De	emed	3.	4. Securi	ties	5. Amount of	6. Ownership	7. Nature of	
Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect	•	(Month/Day/Y	ear) Execut	ion Date, if	Code Disposed of (D)						
	(Instr. 3)		-					5		Beneficial	
(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)			(Month	1/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)				*	
Reported									(1130.1)	(11001.1)	
(A) Transaction(s)								Transaction(s)			
Code V Amount (D) Price (Instr. 3 and 4)					Code V	Amount		(Instr. 3 and 4)			

Restricted Stock Units 12/16/2009 A

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.

D

21,633

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

7,000

(2)

\$0

(3)

A

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.

**Reporting Owners** 

### Edgar Filing: DeFerrari H Andrew - Form 4

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Options (right to buy)	\$ 8.55	12/16/2009		A	35,000	12/16/2010 <u>(4)</u>	12/16/2019	Common Stock	35,0

# **Reporting Owners**

Reporting Owner Name / Address			Relationships				
	Director	10% Owner	Officer	Other			
DeFerrari H Andrew 11770 U.S. HIGHWAY 1 SUITE 101 PALM BEACH GARDENS, FL 33408			Sr. VP, CFO & Treasurer				
Signatures							
Richard B. Vilsoet, Attorney-in-fact for DeFerrari	H. Andre	W	12/18/2009				
<u>**</u> 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).
- Each restricted stock unit represents a contingent right to acquire one (1) share of Dycom Industries, Inc. common stock, par value \$0.33 (1) 1/3 per share.
- (2) The restricted stock units vest in four equal annual installments beginning December 14, 2010.
- (3) No consideration was paid for the restricted stock units.
- (4) The options vest in four equal annual installments beginning on December 16, 2010.
- (5) No consideration was paid for the derivative security.