

LUCKY DONALD C.I.
Form 4
April 29, 2019

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 *
LUCKY DONALD C.I.

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)
12216 ASPEN DRIVE WEST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/25/2019

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

EDMONTON, A0 T6J 2G2

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(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. Code	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)
				(A) or (D) Price			
Common Stock	04/25/2019		A	330 ⁽⁵⁾ A \$ 36.34	4,959	D	
Common Stock	04/26/2019		M	2,482 ⁽²⁾ A <u>(2)</u>	7,441	D	
Common Stock	04/28/2019		M	991 ⁽¹⁾ A <u>(1)</u>	8,432	D	

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

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(9-02)

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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 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 of Underlying Security (Instr. 3)
RESTRICTED STOCK UNIT	(3) (4)	04/25/2019		A	2,063	(3) (3)	Common Stock
RESTRICTED STOCK UNIT	(2)	04/26/2019		M	2,482	04/26/2019(2) 04/26/2019(2)	Common Stock
PHANTOM STOCK	(1)	04/28/2019		M	991	04/28/2019(1) 04/28/2019(1)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUCKY DONALD C.I. 12216 ASPEN DRIVE WEST EDMONTON, A0 T6J 2G2				

Signatures

/s/ William F. Fry as Attorney-in-Fact for Donald C.I.
Lucky

04/29/2019

__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 Phantom Stock Units, which were awarded on April 28, 2016 pursuant to the Issuer's 2007 Long-Term Incentive Plan (as amended), vested ratably over three years and were settled in shares of the Issuer's common stock on a one-for-one basis.
- (2) These Restricted Stock Units, which were awarded on April 26, 2018, pursuant to the Issuer's 2017 Long-Term Incentive Plan, vested on April 26, 2019 and were settled in shares of the Issuer's common stock on a one-for-one basis.
- (3) Each Restricted Stock Unit, awarded pursuant to the Issuer's 2017 Long-Term Incentive Plan, represents a contingent right to receive one share of the Issuer's common stock. Restricted Stock Units will be converted into 2,063 shares of Issuer's common stock on April 25, 2020.
- (4) The closing stock price of MYR Group stock was \$36.34 on April 25, 2019.
- (5) Shares represent common stock the reporting person elected to receive in lieu of cash for a portion of the retainer fee payable for service on the Issuer's Board of Directors.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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