

MDU RESOURCES GROUP INC
 Form 4
 May 23, 2008

FORM 4

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

OMB APPROVAL

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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 *
EVERIST THOMAS S

2. Issuer Name and Ticker or Trading Symbol
MDU RESOURCES GROUP INC [MDU]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
MDU RESOURCES GROUP, INC., P. O. BOX 5650
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2008

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

BISMARCK, ND 58506-5650

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

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | | | | | 17,887 | D | |
| Common Stock | 05/22/2008 | | S | 900 D | \$ 31.59 1,859,100 | I | By Corporation |
| Common Stock | 05/22/2008 | | S | 1,465 D | \$ 31.6 1,857,635 | I | By Corporation |
| Common Stock | 05/22/2008 | | S | 900 D | \$ 31.61 1,856,735 | I | By Corporation |
| Common Stock | 05/22/2008 | | S | 400 D | \$ 31.62 1,856,335 | I | By Corporation |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-----------|-----------|---|----------------|
| Common Stock | 05/22/2008 | S | 135 | D | \$ 31.63 | 1,856,200 | I | By Corporation |
| Common Stock | 05/22/2008 | S | 1,100 | D | \$ 31.64 | 1,855,100 | I | By Corporation |
| Common Stock | 05/22/2008 | S | 1,500 | D | \$ 31.65 | 1,853,600 | I | By Corporation |
| Common Stock | 05/22/2008 | S | 199 | D | \$ 31.66 | 1,853,401 | I | By Corporation |
| Common Stock | 05/22/2008 | S | 1,628 | D | \$ 31.67 | 1,851,773 | I | By Corporation |
| Common Stock | 05/22/2008 | S | 1,400 | D | \$ 31.68 | 1,850,373 | I | By Corporation |
| Common Stock | 05/22/2008 | S | 400 | D | \$ 31.69 | 1,849,973 | I | By Corporation |
| Common Stock | 05/22/2008 | S | 2,300 | D | \$ 31.7 | 1,847,673 | I | By Corporation |
| Common Stock | 05/22/2008 | S | 900 | D | \$ 31.71 | 1,846,773 | I | By Corporation |
| Common Stock | 05/22/2008 | S | 900 | D | \$ 31.72 | 1,845,873 | I | By Corporation |
| Common Stock | 05/22/2008 | S | 415 | D | \$ 31.73 | 1,845,458 | I | By Corporation |
| Common Stock | 05/22/2008 | S | 1,385 | D | \$ 31.74 | 1,844,073 | I | By Corporation |
| Common Stock | 05/22/2008 | S | 400 | D | \$ 31.745 | 1,843,673 | I | By Corporation |
| Common Stock | 05/22/2008 | S | 1,900 | D | \$ 31.75 | 1,841,773 | I | By Corporation |
| Common Stock | 05/22/2008 | S | 1,973 | D | \$ 31.76 | 1,839,800 | I | By Corporation |
| Common Stock | 05/22/2008 | S | 400 | D | \$ 31.77 | 1,839,400 | I | By Corporation |
| Common Stock | 05/22/2008 | S | 100 | D | \$ 31.775 | 1,839,300 | I | By Corporation |
| Common Stock | 05/22/2008 | S | 898 | D | \$ 31.78 | 1,838,402 | I | By Corporation |
| Common Stock | 05/22/2008 | S | 300 | D | \$ 31.79 | 1,838,102 | I | By Corporation |
| Common Stock | 05/22/2008 | S | 300 | D | \$ 31.795 | 1,837,802 | I | By Corporation |
| | 05/22/2008 | S | 1,800 | D | \$ 31.8 | 1,836,002 | I | |

| | | | | | | | | | |
|--------------|------------|--|---|-----|---|------------|-----------|----------------|----------------|
| Common Stock | | | | | | | | By Corporation | |
| Common Stock | 05/22/2008 | | S | 200 | D | \$ 31.805 | 1,835,802 | I | By Corporation |
| Common Stock | 05/22/2008 | | S | 100 | D | \$ 31.8075 | 1,835,702 | I | By Corporation |

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.

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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 and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock | \$ 0 | | | | | (1) | (1) | Common Stock | 25,357.958 |
| Stock Option | \$ 9.6112 | | | | | 05/12/2000 | 05/13/2010 | Common Stock | 5,062 |
| Stock Option | \$ 10.2593 | | | | | 06/03/1998 | 06/04/2008 | Common Stock | 5,062 |
| Stock Option | \$ 10.3612 | | | | | 06/03/1999 | 06/04/2009 | Common Stock | 5,062 |
| Stock Option | \$ 13.0289 | | | | | 05/16/2002 | 05/16/2012 | Common Stock | 6,750 |
| Stock Option | \$ 17.1334 | | | | | 05/17/2001 | 05/17/2011 | Common Stock | 6,750 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EVERIST THOMAS S
MDU RESOURCES GROUP, INC.
P. O. BOX 5650
BISMARCK, ND 58506-5650

X

Signatures

Debra S. Anderson, Power of
Attorney

05/23/2008

__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) Units are to be settled in cash after reporting person's retirement.

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