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MDU RESOURCES GROUP INC

Form 4

February 18, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

10% Owner

Estimated average burden hours per 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. 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

SECURITIES

(Zip)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Goodin David L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

MDU RESOURCES GROUP INC

[MDU]

(Check all applicable)

Pres. & CEO-MDU Resources

(Last) (First) (Middle)

(Street)

(State)

3. Date of Earliest Transaction (Month/Day/Year) 02/17/2015

_X__ Director X_ Officer (give title Other (specify below)

MDU RESOURCES GROUP. INC., 1200 WEST CENTURY

AVENUE

(City)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I. Non-Devineting Councities Assuring Disposed of an Development

BISMARCK, ND 58503

(- 3)	()	1 abi	e 1 - Non-D	erivative	Secur	nues Acq	uirea, Disposea o	i, or Beneficiali	y Ownea
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or D	ispose	d of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			C-J- V	A	or	D	(Instr. 3 and 4)		
~			Code V	Amount	(D)	Price			
Common Stock	02/17/2015		P	5,000	A	\$ 21.62	50,218.332	D	

Stock

Common 8,522,657 By Spouse Ι Stock

Common

Stock -By Trustee 11,893.07 Ι $(401-k)^{(1)}$

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

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SEC 1474 (9-02)

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.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amour	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative		• •	·	Securities			(Instr.	3 and 4)	, , ,	Owne
	Security				Acquired			Ì			Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
						Exercisable	^	Title Number			
						Exercisable Di	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Goodin David L MDU RESOURCES GROUP, INC. 1200 WEST CENTURY AVENUE BISMARCK, ND 58503	X		Pres. & CEO-MDU Resources				

Signatures

Debra S. Anderson, Power of Attorney 02/18/2015

**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) As of the most recent quarter end, the number of shares may fluctuate daily depending on plan activity in the fund.

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.

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