

MYR GROUP INC.

Reported by
ALEXANDER JACK L.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/08/17 for the Period Ending 05/04/17

Address 1701 GOLF ROAD SUITE 3-1012
ROLLING MEADOWS, IL 60008-4210
Telephone 8472901891
CIK 0000700923
Symbol MYRG
SIC Code 1623 - Water, Sewer, Pipeline, and Communications and Power Line Construction
Industry Construction & Engineering
Sector Industrials
Fiscal Year 12/31

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 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person * Alexander Jack L. (Last) (First) (Middle) 14689 WOODCREST DRIVE (Street) CLIVE, IA 50325 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol MYR GROUP INC. [MYRG] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/4/2017</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|---------------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| RESTRICTED STOCK UNIT | (1)(2) | 5/4/2017 | | A | | 2238 | | (1) | (1) | Common Stock | 2238 | \$0 | 2238 | D | |

Explanation of Responses:

- (1) Each Restricted Stock Unit, awarded pursuant to Issuer's 2017 Long-Term Incentive Plan, represents a contingent right to receive one share of the Issuer's common stock. Units of restricted stock will be converted into 746 shares of Issuer's common stock on May 4, 2018, May 4, 2019 and May 4, 2020.
- (2) The closing stock price of MYR Group stock was \$33.50 on May 4, 2017.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Alexander Jack L. 14689 WOODCREST DRIVE CLIVE, IA 50325 | X | | | |

Signatures

/s/ Gerald B. Engen, Jr. as Attorney-in-Fact for Jack L. Alexander

5/8/2017

**Signature of Reporting Person

Date

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

* 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).

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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