

MYR GROUP INC.

Reported by
COOPER TOD M.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/15/17 for the Period Ending 03/14/17

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 * COOPER TOD M. (Last) (First) (Middle) MYR GROUP INC., 1701 GOLF ROAD SUITE 3-1012 (Street) ROLLING MEADOWS, IL 60008 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MYR GROUP INC. [MYRG] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/14/2017</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP and COO T&D 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
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			
Common Stock	3/14/2017		M		1911	A	\$17.18	31590	D	
Common Stock	3/14/2017		M		1403	A	\$24.18	32993	D	
Common Stock	3/14/2017		S		3314	D	\$38.6758 (1)	29679	D	
Common Stock	3/14/2017		M		2969	A	\$17.48	32648	D	
Common Stock	3/14/2017		M		2129	A	\$24.68	34777	D	
Common Stock	3/14/2017		S		5098	D	\$39.1244 (2)	29679	D	

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				
Non-Qualified Stock Option	\$17.18	3/14/2017		M		1911		3/24/2011	3/24/2020	Common Stock	1911	\$0	0	D	
Non-Qualified Stock Option	\$24.18	3/14/2017		M		1403		3/24/2012	3/24/2021	Common Stock	1403	\$0	0	D	
Non-Qualified Stock Option	\$17.48	3/14/2017		M		2969		3/23/2013	3/23/2022	Common Stock	2969	\$0	0	D	
Non-Qualified Stock Option	\$24.68	3/14/2017		M		2129		3/25/2014	3/25/2023	Common Stock	2129	\$0	0	D	

Explanation of Responses:

- (Represents a weighted average price per share of 3,314 shares of common stock sold in 12 transactions, ranging in price from \$38.56 to \$38.81 per share. The
- 1) reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.
- (Represents a weighted average price per share of 5,098 shares of common stock sold in 29 transactions, ranging in price from \$38.81 to \$39.57 per share. The
- 2) reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOPER TOD M. MYR GROUP INC. 1701 GOLF ROAD SUITE 3-1012 ROLLING MEADOWS, IL 60008			SVP and COO T&D	

Signatures

/s/ GERALD B. ENGEN, JR. as Attorney-in-Fact for Tod M. Cooper

—**Signature of Reporting Person

3/15/2017

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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