

**MYR GROUP INC.**  
Reported by  
**JOHNSON GARY RONALD**

**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**

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

<b>1. Name and Address of Reporting Person *</b>  <b>Johnson Gary Ronald</b>  (Last) (First) (Middle)  <b>4852 ESTERO BLVD.</b>  (Street)  <b>FT. MYERS BEACH, FL 33931</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>MYR GROUP INC. [ MYRG ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>3/14/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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		8000	A	\$13.00	29102	D	
Common Stock	3/14/2017		S		1300	D	\$38.8865 (1)	27802	D	
Common Stock	3/14/2017		S		4041	D	\$40.2127 (2)	23761	D	
Common Stock	3/14/2017		S		2659	D	\$40.5730 (3)	21102	D	

**Table II - Derivative Securities 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. 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	\$13.00	3/14/2017		M		8000		12/20/2008	12/20/2017	Common Stock	8000	\$0	0	D	

**Explanation of Responses:**

- ( ) Represents a weighted average price per share of 1,300 shares of common stock sold in 11 transactions, ranging in price from \$38.63 to \$39.44 per share. The 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 4,041 shares of common stock sold in 23 transactions, ranging in price from \$39.68 to \$40.40 per share. The 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 2,659 shares of common stock sold in 18 transactions, ranging in price from \$40.41 to \$40.75 per share. The 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
<b>Johnson Gary Ronald 4852 ESTERO BLVD. FT. MYERS BEACH, FL 33931</b>	<b>X</b>			

**Signatures**

/s/ Gerald B. Engen, Jr. as Attorney-in-Fact for Gary R. Johnson

3/15/2017

\*\* 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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