

# PRIMORIS SERVICES CORP

# Reported by **PRATT BRIAN**

### FORM 4

(Statement of Changes in Beneficial Ownership)

### Filed 03/29/17 for the Period Ending 03/28/17

Address 2100 MCKINNEY AVENUE, SUITE 1500

**DALLAS, TX 75201** 

Telephone 214-740-5600

CIK 0001361538

Symbol PRIM

SIC Code 1623 - Water, Sewer, Pipeline, and Communications and Power Line Construction

Industry Construction & Engineering

Sector Industrials

Fiscal Year 12/31





[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

### 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 *					2. Is	2. Issuer Name <b>and</b> Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
Pratt Brian						Primoris Services Corp [ PRIM ]							X Director		v	10% Owner		
(Last) (First) (Middle)				3. E	3. Date of Earliest Transaction (MM/DD/YYYY)							X _ Director X 10% Owner  Officer (give title below) Other (specify below)						
C/O PRIMORIS SERVICES CORPORATION, 2100 MCKINNEY AVENUE, SUITE 1500						3/28/2017												
(Street)				4. I	4. If Amendment, Date Original Filed (MM/DD/YYYY)							6. Individual or Joint/Group Filing (Check Applicable Line)						
DALLAS, TX 75201 (City) (State) (Zip)												_ X _ Form filed by One Reporting Person _ Form filed by More than One Reporting Person						
, , ,	9) (*****			- Nor	n-Deri	ivati	ve Sec	urities Ac	quire	ed, Di	sposed	of, or	Ben	neficially Owne	ed			
1.Title of Security (Instr. 3)					ate 2A. Deemed Execution Date, if any		3. Trans. Code (Instr. 8)		4. Securities Acquor Disposed of (D (Instr. 3, 4 and 5)		D)	F	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			6. Ownership Form: Direct (D) or Indirect (I) (Instr.	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
G				017	Code V Amount (D) Price  J 10000 D (1)(2) 10000411			4) <b>D</b>										
Common Stock         3/28/201           Common Stock         3/29/201							J		10000		(1) (		9990411			D		
Common Stock					97810					I	by Spouse							
	Tabl	e II - Deriv	ative S	Secur	ities B	Benef	ficially	Owned (	e.g. ,	puts	, calls,	warran	ıts,	options, conve	rtible sec	urities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deer Execution Date, if a	tion Code		8) Der Sec (A) (D)		Number of erivative ecurities Acquired A) or Disposed of D) nstr. 3, 4 and 5)		o. Date Exercisable and Expiration Date		Securi Deriva	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	Securities Beneficially Owned Following	Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	(A)	(D)	Date Exerc	isable	Expiratio Date	Title		Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Forward Sale Contract (obligation to sell)	(1) (2)	3/28/2017			J			10000	3/8/2	017	5/3/2017	Com		250000	\$0	0	D	
Forward Sale Contract (obligation to sell)	(1) (2)	3/29/2017			J			10000	3/8/2	017	5/3/2017	Com		240000	\$0	0	D	

#### **Explanation of Responses:**

- ( On March 31, 2014, Mr. Pratt entered into a prepaid variable forward sale with an unaffiliated third party, which was previously reported. The contract
- 1) obliges Mr. Pratt to deliver to the buyer up to 400,000 shares of PRIM common stock (or, at Mr. Pratt's election, an equivalent amount of cash based on the market price of PRIM common stock at that time) on the maturity dates of the contract. The maturity dates are the 40 business days starting March 8, 2017 and ending May 3, 2017 with 10,000 shares maturing each day. For assuming this obligation, Mr. Pratt received \$9,860,364 as of March 31, 2014. Mr. Pratt has pledged 400,000 shares of PRIM common stock to secure the obligations. He has retained voting rights of the pledged shares.
- ( On each maturity date, the number of shares delivered to the buyer will be determined as follows: (a) If the settlement price is less than or equal to
- 2) \$25.6446/share, Mr. Pratt will deliver 10,000 shares; (b) if the settlement price is greater than \$25.6446/share but less than or equal to \$36.8321/share, he will deliver shares equal to the product of 10,000 shares multiplied by \$25.6446 divided by the settlement price; or (c) if the settlement price is greater than \$36.8321/share, he will deliver shares equal to the result of subtracting the quotient of \$111,875 divided by the settlement price from 10,000 shares. For the 3/28/2017 transaction, the settlement price was \$22.90 per share and for the 3/29/2017 transaction the settlement price was \$23.05 per share. Accordingly, 10,000 shares were delivered for each of the two transactions.

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Pratt Brian							

C/O PRIMORIS SERVICES CORPORATION 2100 MCKINNEY AVENUE, SUITE 1500 DALLAS, TX 75201	X	X			
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#### **Signatures**

/s/ Peter J. Moerbeek, by power of attorney

\*\*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.

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.