

KOERTNER WILLIAM A

Form 4

April 29, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KOERTNER WILLIAM A2. Issuer Name and Ticker or Trading
Symbol
MYR GROUP INC. [MYRG]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
8880 S. OCEAN DRIVE UNIT 1010
(Street)3. Date of Earliest Transaction
(Month/Day/Year)
04/25/2019____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

JENSEN BEACH, FL 34957

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
Common Stock	04/26/2019		M	(A) or (D) 2,482 (1) A	Price 11 313,329	D	

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

**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.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title a Underly (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
RESTRICTED STOCK UNIT	<u>(2)</u> <u>(3)</u>	04/25/2019		A		2,063		<u>(2)</u>	<u>(2)</u>	Comm Stock
RESTRICTED STOCK UNIT	<u>(1)</u>	04/26/2019		M		2,482		04/26/2019 <u>(1)</u>	04/26/2019 <u>(1)</u>	Comm Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KOERTNER WILLIAM A
8880 S. OCEAN DRIVE UNIT 1010
JENSEN BEACH, FL 34957

Signatures

/s/ William F. Fry as Attorney-in-Fact for William A.
Koertner

04/29/2019

 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) These Restricted Stock Units, which were awarded on April 26, 2018, pursuant to the Issuer's 2017 Long-Term Incentive Plan, vested on April 26, 2019 and were settled in shares of the Issuer's common stock on a one-for-one basis.

(2) Each Restricted Stock Unit, awarded pursuant to the Issuer's 2017 Long-Term Incentive Plan, represents a contingent right to receive one share of the Issuer's common stock. Restricted Stock Units will be converted into 2,063 shares of Issuer's common stock on April 25, 2020.

(3) The closing stock price of MYR Group stock was \$36.34 on April 25, 2019.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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