

HEMSLEY MAARTEN D
 Form 4
 October 19, 2007

FORM 4

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

OMB APPROVAL

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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, 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 *
 HEMSLEY MAARTEN D

2. Issuer Name and Ticker or Trading Symbol
 STERLING CONSTRUCTION CO INC [STRL]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 20810 FERNBUSH LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/18/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

HOUSTON, TX 77073

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. 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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common stock	10/18/2007		S		239 ⁽¹⁾ D \$ 24.71	144,073	D
Common Stock	10/18/2007		S		238 ⁽¹⁾ D \$ 24.7601	143,835	D
Common Stock	10/18/2007		S		239 ⁽¹⁾ D \$ 24.7701	143,596	D
Common Stock	10/18/2007		S		239 ⁽¹⁾ D \$ 24.8501	143,357	D
Common Stock	10/18/2007		S		239 ⁽¹⁾ D \$ 24.8901	143,118	D

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Common Stock	10/18/2007	S	100 <u>(1)</u>	D	\$ 24.99	143,018	D
Common Stock	10/18/2007	S	139 <u>(1)</u>	D	\$ 24.9901	142,879	D
Common Stock	10/18/2007	S	239 <u>(1)</u>	D	\$ 25.0101	142,640	D
Common Stock	10/18/2007	S	239 <u>(1)</u>	D	\$ 25.0701	142,401	D
Common Stock	10/18/2007	S	238 <u>(1)</u>	D	\$ 25.0901	142,163	D
Common Stock	10/18/2007	S	239 <u>(1)</u>	D	\$ 25.46	141,924	D

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

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Table II - Derivative Securities Acquired, Disposed of, or 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. 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 and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEMSLEY MAARTEN D 20810 FERNBUSH LANE HOUSTON, TX 77073		X		

Signatures

/s/ Roger M. Barzun, under a Power of
Attorney

10/19/2007

__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 shares were sold pursuant to a 10b5-1 trading plan adopted by the reporting person on May 31, 2006

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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