

MYR GROUP INC.
Form 3
August 12, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

COOPER TOD M.
(Last) (First) (Middle)

1701 GOLF ROAD, SUITE
3-1012

(Street)

ROLLING
MEADOWS, IL 60008

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
08/01/2013

3. Issuer Name and Ticker or Trading Symbol
MYR GROUP INC. [MYRG]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 3,038 | D | ^ |
| Common Stock | 388 ⁽¹⁾ | D | ^ |
| Common Stock | 411 ⁽²⁾ | D | ^ |
| Common Stock | 1,144 ⁽³⁾ | D | ^ |
| Common Stock | 1,012 ⁽⁴⁾ | D | ^ |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Non-Qualified Stock Option | 12/20/2008 ⁽⁵⁾ | 12/20/2017 | Common Stock | 9,212 | \$ 13 | D | Â |
| Non-Qualified Stock Option | 03/24/2011 ⁽⁵⁾ | 03/24/2020 | Common Stock | 1,911 | \$ 17.18 | D | Â |
| Non-Qualified Stock Option | 03/24/2012 ⁽⁶⁾ | 03/24/2021 | Common Stock | 1,403 | \$ 24.18 | D | Â |
| Non-Qualified Stock Option | 03/23/2013 ⁽⁷⁾ | 03/23/2022 | Common Stock | 2,969 | \$ 17.48 | D | Â |
| Non-Qualified Stock Option | 03/25/2014 ⁽⁸⁾ | 03/25/2023 | Common Stock | 2,129 | \$ 24.68 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COOPER TOD M. 1701 GOLF ROAD SUITE 3-1012 ROLLING MEADOWS, IL 60008 | Â | Â | Â Senior Vice President | Â |

Signatures

/s/ GERALD B. ENGEN, JR. as Attorney-in-Fact for Tod M. Cooper 08/12/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares of restricted stock awarded pursuant the Issuer's 2007 Long-Term Incentive Plan. These shares are scheduled to vest as follows: 194 shares on each of 3/24/2014 and 3/24/15.
- (2) Shares of restricted stock awarded pursuant the Issuer's 2007 Long-Term Incentive Plan (Amended and Restated as of May 5, 2011). These shares are scheduled to vest as follows: 137 shares on each of 3/24/2014, 3/24/2015 and 3/24/16.
- (3) Shares of restricted stock awarded pursuant the Issuer's 2007 Long-Term Incentive Plan (Amended and Restated as of May 5, 2011). These shares are scheduled to vest as follows: 286 shares on each of 3/23/2014, 3/23/2015, 3/23/2016 and 3/23/17.
- (4) Shares of restricted stock awarded pursuant the Issuer's 2007 Long-Term Incentive Plan (Amended and Restated as of May 5, 2011). These shares are scheduled to vest as follows: 202 shares on 3/25/2014, 203 shares on 3/25/2015, 202 shares on 3/25/2016, 203 shares on 3/25/2017, and 202 shares on 3/25/2018.
- (5) Non-qualified stock options, all of which have vested.

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- (6) Non-qualified stock options, of which 936 have vested and 467 are scheduled to vest on 3/24/2014.
- (7) Non-qualified stock options, of which 990 have vested, 989 are scheduled to vest on 3/23/2014, and 990 are scheduled to vest on 3/23/2015.
- (8) Non-qualified stock options, which are scheduled to vest as follows: 710 on 3/25/2014, 709 on 3/25/2015, and 710 on 3/25/2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.