

ESTES TIMOTHY R
Form 4
October 24, 2018

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 *
ESTES TIMOTHY R

2. Issuer Name and Ticker or Trading Symbol
DYCOM INDUSTRIES INC [DY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11780 U.S. HIGHWAY 1, SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)
10/24/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP & COO

(Street)
PALM BEACH GARDENS, FL 33408

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

(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)
			Code	V	Amount or Price		
Common Stock	10/24/2018		A		3,281 (1)	A	\$ 0 (2) 244,514 D
Common Stock	10/24/2018		F		982	D	\$ 71.66 243,532 D
Common Stock	10/24/2018		A		3,126 (3)	A	\$ 0 (2) 246,658 D
Common Stock	10/24/2018		F		936	D	\$ 71.66 245,722 D

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

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ESTES TIMOTHY R
11780 U.S. HIGHWAY 1
SUITE 600
PALM BEACH GARDENS, FL 33408

Executive VP & COO

Signatures

Richard B. Vilsoet, Attorney-in-Fact for Timothy R. Estes

10/24/2018

__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).

- Represents shares of DY common stock acquired upon the settlement of RSUs that were granted in October 2015 and settled on October 24, 2018. Each RSU represents a contingent right to acquire one share of DY common stock upon the satisfaction of pre-established performance measures set forth in the award documents. The performance measures are based on (i) operating earnings and (ii) the ratio of operating cash flow to net income, in each case before certain items. The shares reported include 1,183 shares that vested in connection with the satisfaction of the performance measures described in the previous sentence over the preceding three year performance period.
- (1) performance measures set forth in the award documents. The performance measures are based on (i) operating earnings and (ii) the ratio of operating cash flow to net income, in each case before certain items. The shares reported include 1,183 shares that vested in connection with the satisfaction of the performance measures described in the previous sentence over the preceding three year performance period.
 - (2) No consideration was paid for the shares.
 - (3) Represents shares of DY common stock acquired upon the settlement of RSUs that were granted in October 2016 and settled on October 24, 2018. Each RSU represents a contingent right to acquire one share of DY common stock upon the satisfaction of pre-established performance measures set forth in the award documents. The performance measures are based on (i) operating earnings and (ii) the ratio

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of operating cash flow to net income, in each case before certain items. The shares reported include 1,127 shares that vested in connection with the satisfaction of the performance measures described in the previous sentence over the preceding three year performance period.

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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