

LUCKY DONALD C.I.  
Form 4  
April 29, 2019

**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 \*  
LUCKY DONALD C.I.

2. 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)  
12216 ASPEN DRIVE WEST  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/25/2019

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

EDMONTON, A0 T6J 2G2

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

(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. Code | 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) |
|---------------------------------|--------------------------------------|--|---------|---|---|--|-----------------------------------|
|                                 |                                      |  |         | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 04/25/2019                           |  | A       | 330 <sup>(5)</sup>  | A \$ 36.34  | 4,959  | D                                 |
| Common Stock                    | 04/26/2019                           |  | M       | 2,482 <sup>(2)</sup>  | A <u>(2)</u>  | 7,441  | D                                 |
| Common Stock                    | 04/28/2019                           |  | M       | 991 <sup>(1)</sup>  | A <u>(1)</u>  | 8,432  | D                                 |

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

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SEC 1474  
(9-02)

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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 of Underlying Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| RESTRICTED STOCK UNIT                      | (3) (4)  | 04/25/2019                           |  | A                              | 2,063   | (3) (3)  | Common Stock                               |
| RESTRICTED STOCK UNIT                      | (2)  | 04/26/2019                           |  | M                              | 2,482   | 04/26/2019(2) 04/26/2019(2)                              | Common Stock                               |
| PHANTOM STOCK                              | (1)  | 04/28/2019                           |  | M                              | 991   | 04/28/2019(1) 04/28/2019(1)                              | Common Stock                               |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| LUCKY DONALD C.I.<br>12216 ASPEN DRIVE WEST<br>EDMONTON, A0 T6J 2G2 |               |           |         |       |

## Signatures

/s/ William F. Fry as Attorney-in-Fact for Donald C.I.  
Lucky

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 Phantom Stock Units, which were awarded on April 28, 2016 pursuant to the Issuer's 2007 Long-Term Incentive Plan (as amended), vested ratably over three years and were settled in shares of the Issuer's common stock on a one-for-one basis.
- (2) 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.
- (3) 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.
- (4) The closing stock price of MYR Group stock was \$36.34 on April 25, 2019.
- (5) Shares represent common stock the reporting person elected to receive in lieu of cash for a portion of the retainer fee payable for service on the Issuer's Board of Directors.

**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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