

MYR GROUP INC.  
Form 3  
August 12, 2013

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**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 <sup>(1)</sup>	D	^
Common Stock	411 <sup>(2)</sup>	D	^
Common Stock	1,144 <sup>(3)</sup>	D	^
Common Stock	1,012 <sup>(4)</sup>	D	^

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

SEC 1473 (7-02)

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**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					
Non-Qualified Stock Option	12/20/2008 <sup>(5)</sup>	12/20/2017	Common Stock	9,212	\$ 13	D	Â
Non-Qualified Stock Option	03/24/2011 <sup>(5)</sup>	03/24/2020	Common Stock	1,911	\$ 17.18	D	Â
Non-Qualified Stock Option	03/24/2012 <sup>(6)</sup>	03/24/2021	Common Stock	1,403	\$ 24.18	D	Â
Non-Qualified Stock Option	03/23/2013 <sup>(7)</sup>	03/23/2022	Common Stock	2,969	\$ 17.48	D	Â
Non-Qualified Stock Option	03/25/2014 <sup>(8)</sup>	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.