

EVERIST THOMAS S  
Form 4  
February 10, 2006

**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 \*  
EVERIST THOMAS S

2. Issuer Name and Ticker or Trading Symbol  
MDU RESOURCES GROUP INC  
[MDU]

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

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/09/2006

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

MDU RESOURCES GROUP, INC., P. O. BOX 5650

(Street)

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

BISMARCK, ND 58506-5650

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    |                                      |  |                                |   | 3,825   | D  |   |
| Common Stock                    | 02/09/2006                           |  | S                              |   | 5,000   | D  | \$ 35.28  |
| Common Stock                    | 02/09/2006                           |  | S                              |   | 15,700  | D  | \$ 35.32  |
| Common Stock                    | 02/09/2006                           |  | S                              |   | 1,500   | D  | \$ 35.33  |
| Common Stock                    | 02/09/2006                           |  | S                              |   | 1,600   | D  | \$ 35.34  |
|                                 |                                      |  |                                |   | 2,416,800   | I  |   |
|                                 |                                      |  |                                |   | 2,401,100   | I  |   |
|                                 |                                      |  |                                |   | 2,399,600   | I  |   |
|                                 |                                      |  |                                |   | 2,398,000   | I  |   |
|                                 |                                      |  |                                |   |   |  | By Corporation  |
|                                 |                                      |  |                                |   |   |  | By Corporation  |
|                                 |                                      |  |                                |   |   |  | By Corporation  |
|                                 |                                      |  |                                |   |   |  | By Corporation  |

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|              |            |   |       |   |          |           |   |                |
|--------------|------------|---|-------|---|----------|-----------|---|----------------|
| Common Stock | 02/09/2006 | S | 1,400 | D | \$ 35.35 | 2,396,600 | I | By Corporation |
| Common Stock | 02/09/2006 | S | 3,300 | D | \$ 35.38 | 2,393,300 | I | By Corporation |
| Common Stock | 02/09/2006 | S | 100   | D | \$ 35.39 | 2,393,200 | I | By Corporation |

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

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SEC 1474  
(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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Phantom Stock                              | \$ 0   |                                      |  |                                |   | (1)  | (1)   | Common Stock | 16,116.533                 |
| Stock Option                               | \$ 14.4167   |                                      |  |                                |   | 05/12/2000   | 05/13/2010  | Common Stock | 3,375                      |
| Stock Option                               | \$ 15.3889   |                                      |  |                                |   | 06/03/1998   | 06/04/2008  | Common Stock | 3,375                      |
| Stock Option                               | \$ 15.5417   |                                      |  |                                |   | 06/03/1999   | 06/04/2009  | Common Stock | 3,375                      |
| Stock Option                               | \$ 19.5433   |                                      |  |                                |   | 05/16/2002   | 05/16/2012  | Common Stock | 4,500                      |
| Stock Option                               | \$ 25.7  |                                      |  |                                |   | 05/17/2001   | 05/17/2011  | Common Stock | 4,500                      |

## Reporting Owners

Reporting Owner Name / Address

**Relationships**

Director 10% Owner Officer Other

EVERIST THOMAS S  
MDU RESOURCES GROUP, INC.  
P. O. BOX 5650  
BISMARCK, ND 58506-5650

X

## Signatures

Debra S. Anderson, Power of  
Attorney

02/10/2006

\_\_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) Units are to be settled in cash after reporting person's retirement.

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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