

MDU RESOURCES GROUP INC
Form 4
February 22, 2007

FORM 4

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

OMB APPROVAL

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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 *
HILDESTAD TERRY D

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2007

(Street)

BISMARCK, ND 58506-5650

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/20/2007		M		\$ 68,995	A	
					13.2178		
Common Stock	02/20/2007		S		\$ 366	D	
Common Stock	02/20/2007		S		\$ 26.05	D	
Common Stock	02/20/2007		S		\$ 26.07	D	
Common Stock	02/20/2007		S		\$ 26.5	D	
Common Stock	02/20/2007		S		\$ 26.53	D	
Common Stock	02/20/2007		S		\$ 26.61	D	
Common Stock	02/20/2007		S		\$ 26.64	D	

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Common Stock	02/20/2007	S	200	D	\$ 26.65	147,352	D	
Common Stock	02/20/2007	S	2,100	D	\$ 26.66	145,252	D	
Common Stock	02/20/2007	S	7,000	D	\$ 26.67	138,252	D	
Common Stock	02/20/2007	S	7,400	D	\$ 26.68	130,852	D	
Common Stock	02/20/2007	S	6,300	D	\$ 26.69	124,552	D	
Common Stock	02/20/2007	S	3,934	D	\$ 26.7	120,618	D	
Common Stock	02/20/2007	S	5,820	D	\$ 26.71	114,798	D	
Common Stock	02/20/2007	S	2,900	D	\$ 26.72	111,898	D	
Common Stock	02/20/2007	S	8,000	D	\$ 26.73	103,898	D	
Common Stock - (401-k)						34,672.522	I	By Trustee
Common Stock - (ESOP)						12,186.957	I	By Trustee
Common Stock-Restricted Stock						3,712	I	By Trustee

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

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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 and Amount of Underlying Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Empl. Stock Opt. (Right to Buy)	\$ 13.2178	02/20/2007		M	68,995	02/12/2004	02/15/2011	Common Stock	68,995

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

