Edgar Filing: STERLING CONSTRUCTION CO INC - Form 4

STERLING CONSTRUCTION CO INC

Form 4

August 18, 2008

FORM 4

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

OMB Number:

3235-0287 January 31,

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b). (Print or Type Responses)

1. Name and Address	of Reporting Pers

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

HEMSLEY MAARTEN D Symbol

on *

STERLING CONSTRUCTION CO

(Check all applicable)

INC [STRL]

(Last) (First) (Middle)

(Street)

(State)

08/15/2008

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

4. If Amendment, Date Original

_X__ Director Officer (give title below)

10% Owner Other (specify

20810 FERNBUSH LANE 08/15/2008

(Zip)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

HOUSTON, TX 77073

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 5. Amount of 7. Nature of 1.Title of 3. 4. Securities Acquired 6. Execution Date, if Security (Month/Day/Year) Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned Ownership (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

S

2,000 D 18.191 (1) (2)

243,878 (3)

Stock

Common

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
HEMSLEY MAARTEN D 20810 FERNBUSH LANE HOUSTON, TX 77073	X					

Signatures

/s/ Roger M. Barzun, under a Power of
Attorney

**Signature of Reporting Person

Date

**Signature of Reporting Person

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 shares were sold pursuant to a 10b5-1 trading plan adopted by the reporting person on May 16, 2008.
- This is the weighted average price at which the shares were sold. Prices ranged from \$18.01 to \$18.93 per share. Upon request, the reporting person will provide to the staff of the SEC, the issuer, or a security holder the full information regarding the number of shares sold at each separate price.
- (3) This number reflects the elimination from the total shares owned by the reporting person of 7,860 shares because they are owned by the Maarten and Mavis Family Foundation in which he and his spouse have no pecuniary interest.

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.

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