

HILDESTAD TERRY D
 Form 4
 February 25, 2005

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 *
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)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
02/23/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President and CEO, Knife River

KNIFE RIVER CORPORATION, 1915 NORTH KAVANEY DRIVE

(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 58501

(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	Price		
Common Stock	02/23/2005		M		3,683	\$ 19.8267	43,970 D	
Common Stock	02/23/2005		S		500	\$ 27.22	43,470 D	
Common Stock	02/23/2005		S		3,183	\$ 27.24	40,287 D	
Common Stock - (401-k)	02/23/2005		I		9,112.2185	\$ 27.09	21,762.5025 I	By Trustee
Common Stock - (ESOP)							7,723.92 I	By Trustee

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- These options were originally exercisable 2/15/2010, but vesting of 3,683 was accelerated to 2/12/04 upon attainment of certain
- (1) performance goals. The balance of 45,997 options will vest on 2/15/2010, but vesting of some or all of these 45,997 may be accelerated depending on attainment of certain performance goals.

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