#### Edgar Filing: STERLING CONSTRUCTION CO INC - Form 4

#### STERLING CONSTRUCTION CO INC

Form 4

November 27, 2006

#### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or Form 5 obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MILLS CHRISTOPHER H B				bol	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			~	ERLING C [STRL]	ONSTRUCTION CO	(Check all applicable)			
	(Last)	(First) (		ate of Earlies			ve titleC		
2751 CENTERVILLE ROAD, SUITE 3131			`	20/2006	,	below) below)			
(Street)			4. If	Amendment,	Date Original	6. Individual or	Joint/Group F	iling(Check	
				d(Month/Day/Y	'ear)	Applicable Line) _X_ Form filed by One Reporting Person			
WILMINGTON, DE 19803						Form filed by Person	More than One	Reporting	
	(City)	(State)	(Zip)	Table I - No	n-Derivative Securities Ac	quired, Disposed	of, or Benefic	ially Owned	
	1.Title of	2. Transaction Date	2A. Deemed	ned 3. 4. Securities Acquired		5. Amount of	6.	7. Nature of	
	Security	(Month/Day/Year)	ay/Year) Execution Date, i		if Transaction(A) or Disposed of (D)		Ownership	Indirect	
(Instr. 3) any		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial		

(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. Transactic Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4	sposed	of (D)	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)	
Common Stock	11/20/2006		S	22,144	D	\$ 24.5	734,000	I	By North Atlantic Smaller Companies Investment Trust (1)	
Common Stock	11/21/2006		S	34,000	D	\$ 24.52	700,000	I	By North Atlantic Smaller Companies Investment	

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							Trust (1)
Common Stock	11/22/2006	S	18,600 D	\$ 25	681,400	I	By North Atlantic Smaller Companies Investment Trust (1)
Common Stock					13,207	D	

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

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SEC 1474

(9-02)

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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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title a		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)	Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amount of Underlyin Securities (Instr. 3 a	ng s	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Nu of	umber		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
4	Director	10% Owner	Officer	Other			
MILLS CHRISTOPHER H B							
2751 CENTERVILLE ROAD, SUITE 3131	X						
WILMINGTON, DE 19803							

## **Signatures**

/s/ Karen A. Stempinski, under POA

\*\*Signature of Reporting Person

Date

Reporting Owners

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## **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) Each of NASCIT, Mr. Mills and North Atlantic Value LLP claims shared voting and dispositive power over these shares in Amendment No. 2 to a Schedule 13G filed with the Securities Exchange Commission on February 10, 2006.

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.