

Goodin David L
Form 4
November 20, 2012

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Goodin David L

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)

MONTANA-DAKOTA UTILITIES
CO., 400 NORTH FOURTH
STREET

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

11/16/2012

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

Pres. & CEO-Montana-Dakota

(Street)

BISMARCK, ND 58501

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

X 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	(A) or (D) Price			
Common Stock	11/16/2012		P		100	A \$ 19.73	12,966.798	D	
Common Stock	11/16/2012		P		708	A \$ 19.74	13,674.798	D	
Common Stock	11/16/2012		P		800	A \$ 19.75	14,474.798	D	
Common Stock	11/16/2012		P		300	A \$ 19.76	14,774.798	D	
	11/16/2012		P		3,092	A	17,866.798	D	

Edgar Filing: Goodin David L - Form 4

Common Stock	\$ 19.77		
Common Stock	8,041.802	I	By Spouse
Common Stock - (401-k) ⁽¹⁾	11,251.963 ⁽²⁾	I	By Trustee

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)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goodin David L MONTANA-DAKOTA UTILITIES CO. 400 NORTH FOURTH STREET BISMARCK, ND 58501			Pres. & CEO-Montana-Dakota	

Signatures

David L. Goodin 11/19/2012

****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) As of the most recent quarter end, the number of shares may fluctuate daily depending on plan activity in the fund.
- (2) Reporting person no longer has a reportable interest in 1,010.904 shares of MDU Resources Group, Inc. stock previously held as custodian for children and included in the reporting person's prior ownership reports.

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.