### Edgar Filing: Green William H. - Form 4

Green Willi	am H.										
Form 4											
February 14	, 2013										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
	UNITED	STATES SH			AND EX , D.C. 20		ANGE CO	OMMISSION	OMB Number:	3235-0287	
Check the if no lon subject to Section Form 4	nger <b>STATEN</b> 16.	box <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b>								Expires:January 31 200Estimated averageburden hours per response0.	
Form 5 obligation may corn <i>See</i> Instru- 1(b).	ons Section 17(	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									
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Green William H.							I	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (I	Middle) 3. ]	Date of	Earliest T	ransaction			(Check	an applicable	)	
	OUP INC., 1701 G ITE 3-1012		Ionth/D 2/12/2(	ay/Year) )13				Director X Officer (give t below) S		Owner r (specify	
				Month/Day/Year) A				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ROLLING MEADOW	<b>'S, IL 60008-4210</b>	)					Ē	Form filed by Mo Person	ore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-l	Derivative	Secu	rities Acqui	ired, Disposed of,	or Beneficiall	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dat any (Month/Day/M	te, if	3. 4. Securities Acquired (A) Transactions Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	02/12/2013			M	1,525 (1)	A	\$ 3.6481	41,849	D		
Common	02/12/2012			S	1,525	D	\$	40.324	D		

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

S

(2)

D

23.0275

02/12/2013

Stock

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

40,324

D

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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. Transactio 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Non-Qualified Stock Option	\$ 3.6481	02/12/2013		М	1,525 (1)	12/20/2007	06/02/2016	Common Stock	1,5

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner Officer		Other		
Green William H. MYR GROUP INC. 1701 GOLF ROAD SUITE 3-1012 ROLLING MEADOWS, IL 60008-4210			Senior VP			
Signatures						
/s/ Gerald B. Engen, Jr., as Attorney-in-F Green	illiam H.	02/14/2013				
**Signature of Reporting Perso		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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 31, 2012.

The price recorded in column 4 represents a weighted average price per share of 1,525 shares of common stock sold in seven tranactions, ranging in price from \$23.00 to \$23.09 per share. For all transactions reported in this Form 4 utilizing a weighted average price, the

(2) reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

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.